

April 22, 2022 Board of Visitors Full Board Meeting: 10:30 am to 3 pm

4/22/2022 12:00:00 AM 10:30 AM - 03:00 PM



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Makola M. Abdullah, Ph.D.
President

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MEMORANDUM

TO: Members, Virginia State University Board of Visitors

FROM: Makola M. Abdullah, Ph.D., President

SUBJECT: Materials for the April 21-22 Board of Visitors Meetings

DATE: April 13, 2022

Board materials are now available in the Diligent Board Books for your review for the upcoming meetings of the Virginia State University Board of Visitors. The book titled “Board of Visitors” contains general information such as a list of Board committees, the schedule of committee/board meetings, previous minutes and agenda for the Full Board meeting.

Diligent also contains individual books with meeting materials for each committee: Academic & Student Affairs; Institutional Advancement; Personnel, Compensation & Governance; and Facilities, Finance & Audit Committee.

Hotel accommodations are available at the Hilton Garden Inn Richmond, South located at 800 Southpark Boulevard, Colonial Heights, VA 23834, telephone number (804) 520-0600. Reserved parking on campus for Board members will be available at the Gateway Dining and Event Center. As a reminder, please display the Board parking pass on the dashboard of your car.

We look forward to seeing you at the next meeting. Please contact Dr. Annie C. Redd at 804/524-3340 or aredd@vsu.edu with questions or for clarification.

MMA:acr

2021-2022 Board Committees

2.4.22

Academic and Student Affairs

Ms. Pamela Currey, Chair

Dr. Christine Darden (Vice Chair)

Mr. Charlie Hill

Mr. Edward Owens

Mr. Xavier Richardson

Mr. Glenn Sessoms

Dr. Valerie Brown, Rector (ex-officio)

Dr. Ceslav Ciobanu (*Faculty Representative*)

Mr. Kameron Gray (*SGA Representative*)

Personnel, Compensation & Governance

Mr. Raul Herrera, Chair

Mr. Jon Moore (Vice Chair)

Ms. Thursa Crittenden

Mr. Michael Flemming

Ms. Shavonne Gordon

Mr. Xavier Richardson

Mr. Wayne Turnage

Dr. Valerie Brown, Rector (ex-officio)

Facilities, Finance and Audit

Mr. William Murray (Vice Chair)

Mr. Charlie Hill

Mr. Raul Herrera

Mr. Michael Flemming

Mr. Jon Moore

Mr. Wayne Turnage

Dr. Valerie Brown, Rector (ex-officio)

Institutional Advancement

Ms. Shavonne Gordon, Chair

Mr. Edward Owens (Vice Chair)

Ms. Thursa Crittenden

Ms. Pamela Currey

Dr. Christine Darden

Mr. William Murray

Mr. Glenn Sessoms

Ms. Brenda Stith-Finch

(Chair, VSU Foundation)

Dr. Valerie K. Brown, Rector (ex-officio)

Executive Committee

Dr. Valerie Brown, Rector
Mr. Glenn Sessoms, Vice Rector
Dr. Christine Darden, Secretary
Mr. James Stegmaier, Chair
Ms. Pamela Currey, Chair
Ms. Shavonne Gordon, Chair
Mr. Raul Herrera, Chair

VSU Foundation Liaison

Mr. Jon Moore

VSU Real Estate Foundation Liaison

Mr. William Murray

**VIRGINIA STATE UNIVERSITY BOARD OF VISITORS
FULL BOARD MEETING
10:30 A.M., FRIDAY, APRIL 22, 2022
The Gateway Dining & Event Center
(on the campus of Virginia State University)
(No Public Comment Period Scheduled)**

DRAFT AGENDA

10:30 a.m. FULL BOARD MEETING CONVENED

Rector Valerie K. Brown, Presiding

- Roll Call (*Dr. Christine Darden, Board Secretary*)
- Invocation (*Pastor Graham*)
- Rector’s Remarks
- Approval of Agenda
 - Resolution to Approve Naming of the Academic Commons Building
 - Groundbreaking Ceremony for the Academic Commons Building

(Lunch is Served)

- President’s Remarks Dr. Makola M. Abdullah

BOARD APPROVALS

- Full Board Meeting Minutes, February 4, 2022
- Affirmation of Board Documents
 - Board Bylaws
 - Board Code of Ethics
 - Board Statement of Governance
 - Board Freedom of Information Act (FOIA) Rights & Responsibilities
- Approval of the Board Meeting Schedule, 2022-2023

(Break for Technology Team Preparations)

CLOSED SESSION(S)

- Consideration of Honorary Degrees, Promotion & Tenure, and other Awards
- Discussion of the President’s Performance Evaluation

(Break for Technology Team Preparations)

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COMMITTEE REPORTS

- **Academic & Student Affairs Committee**
 - **Action Item(s):**
 - Candidates Recommended for Promotion & Tenure
 - Nominees Recommended for Honorary Degrees
 - Nominee for Faculty Emeritus
 - Nominee for Distinguished Professor
 - **Information Item(s):**
 - Summary of Updates (Covid-19 Task Force, Enrollment Management, Academic & Student Affairs Division)
 - Reports from the Faculty and Student Representatives
 - Dr. Ceslav Ciobanu, Faculty Representative
 - Mr. Kameron Gray, Student Representative
 - Remarks from the Staff Senate
 - Ms. Fran Thomas, Chair
- **Facilities, Finance & Audit Committee**
 - **Approval Items:**
 - Resolution for Approval of Proposed Operating Budget for 2022-2023
 - Resolution for Approval of Unfunded Scholarships for 2022-2023
 - Resolution for Approval of Establishment of Audit, Risk & Compliance Committee
 - **Information Item(s):**
 - Summary of Updates (Division of Finance/Administration, Internal Audit, Office of Compliance, Technology Services)
- **Institutional Advancement Committee**
 - **Action Item:**
 - Acknowledgement of the Alumna of the Year
 - **Information Item:**
 - Summary of Updates (Government Relations, Communications, Institutional Advancement)
- **Personnel, Compensation & Governance Committee**
 - **Information Item:**
 - Summary of Updates (Office of Human Resources)

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REPORT OF AFFILIATED FOUNDATION(S)

- VSU Foundation Board Ms. Brenda Stith-Finch, Chair

LEGAL COUNSEL UPDATE (IF ANY)

ANNOUNCEMENTS

ADJOURNMENT

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

**VIRGINIA STATE UNIVERSITY BOARD OF VISITORS
FULL BOARD MEETING
11:00 A.M., FRIDAY, FEBRUARY 4, 2021
The Gateway Dining & Event Center
(On the campus of Virginia State University)
(No Public Comment Period Scheduled)**

**DRAFT AGENDA
(As of 1.27.22)**

11:00 a.m. FULL BOARD MEETING CONVENED

Rector Valerie K. Brown, Presiding

- Roll Call (*Dr. Christine Darden, Board Secretary*)
- Invocation (*Rev. Delano Douglas*)
- Approval of Agenda
- Rector's Remarks
- President's Remarks Dr. Makola M. Abdullah

BOARD APPROVALS

- Full Board Meeting Minutes, November 19, 2021
- Resolution of Exemplary Service to James J.L. Stegmaier (awarded posthumously)

CLOSED SESSION (if any)

COMMITTEE REPORTS

- **Academic & Student Affairs Committee**
 - **Information Item(s):**
 - Summary of Updates from Covid-19 Task Force, Enrollment Management, Academic & Student Affairs Division, Technology Services
 - Reports from the Faculty and Student Representatives
 - Dr. Ceslav Ciobanu, Faculty Representative
 - Mr. Kameron Gray, Student Representative

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COMMITTEE REPORTS (Continued)

- **Academic & Student Affairs Committee**
 - **Information Item:**
 - Remarks from the Staff Senate
 - Ms. Fran Y. Thomas, Chair
- **Facilities, Finance & Audit Committee**
 - **Information Item(s):**
 - Summary of Updates the (Division of Finance/Administration, Internal Audit, Office of Compliance)
- **Institutional Advancement Committee**
 - **Information Item:**
 - Summary of Updates (Government Relations, Communications, Institutional Advancement)
- **Personnel, Compensation & Governance Committee**
 - **Information Item(s):**
 - President's Annual Performance Process/Timeline

Report of Affiliated Foundation(s)

- Ms. Brenda Stith-Finch, Chair, VSU Foundation Board

Legal Counsel Update (if any)

Closing Remarks: Board Members' Assessments

Announcements

Adjournment

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

**VIRGINIA STATE UNIVERSITY BOARD OF VISITORS
BOARD MEETING MINUTES
February 4, 2022**

*The Full Board Meeting was held in the Gateway Dining & Event center
on the campus of Virginia State University*

CALL TO ORDER

Dr. Valerie Brown, Rector, called the meeting of the Virginia State University (VSU) Board of Visitors (Board) to order in the Gateway Dining and Event Center at approximately 11:00 a.m.

ROLL CALL

A quorum was present.

Board Members Present:

Dr. Valerie Brown, Rector
Mr. Glenn D. Sessoms, Vice Rector (*electronic communication*)
Dr. Christine M. Darden, Secretary
Ms. Thursa Crittenden
Ms. Pamela A. Currey (*absent*)
Mr. Michael Flemming
Ms. Shavonne Gordon
Mr. Raul Herrera
Mr. Charlie W. Hill (*electronic communication*)
Mr. Jon Moore (*absent*)
Mr. William L. Murray
Mr. Edward Owens
Mr. Xavier Richardson
Mr. Wayne Turnage
Dr. Ceslav Ciobanu, Faculty Representative to the Board
Mr. Yousif Omer (sitting in for Kameron Gray, Student Representative to the Board)

Administration Present:

Dr. Makola Abdullah, President
Dr. Donald Palm, Provost/Executive Vice President for Academic Affairs
Kevin Davenport, Senior Vice President, Finance & Administrative
Tonya Hall, Vice President for External Relations
Shawri King-Casey, Senior Advisor, Institutional Ethics, Equity, and Compliance
Dr. Annie C. Redd, Special Asst to the President/Director, Board Governance, Operations, & Relations
Maurion Edwards, Chief Information Officer/Technology Services
Chief David Bragg, Associate Vice President, VSU Police Department
Regina Tyler-Barnett, Associate Vice President, Student Success & Engagement
Dr. Alexis Brooks-Walter, Asst. Vice Provost/Enrollment Management
Dr. Gwendolyn Dandridge, Associate Vice President/Director, Communications
Eldon Burton, Director of Government Relations

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Administration Present (continued)

Tanya Simmons, Associate Vice President, Human Resources
William C. Sawyer, Institutional Advancement
Franklin Johnson, Jr., Alumni Relations/Institutional Advancement
Adrian Petway, Associate Vice President/Finance/Budget
Dr. Tia Minnis, Vice Provost for Academic Success, Planning & Institutional Effectiveness

Legal Counsel Present:

Cynthia Norwood, Assistant State Attorney General

Other Attendees:

Reverend Delano Douglas
Travis Edmonds, Technology Services
Derrick Jennings, Technology Services
Yourdonus James, Office of Conference Services
Danette Johnson, President's Office
Debbie Jefferson, President's Office
Ri' Shawn Bassette, Office of Communications
Tasha Owens, Internal Audit
Tiffany Gullins, Alumni Relations
Joseph Lyons, Student Success & Engagement
Danny T. Giles, Staff Senate

The following Board members participated by electronic means from remote locations identified below. The Board members participated by Cisco WebEx virtual meeting.

- Mr. Hill located in Hampton, VA; unable to attend due to personal reasons because of a conflict.
- Mr. Sessoms located in Cordova, TN; unable to attend due to personal reasons because of a conflict.

INVOCATION

Rector Brown invited Rev. Delano Douglas to offer the invocation. Rev. Douglas also paid tribute to board member, Jay Stegmaier by sharing board members' reflections about him and his service on the Board. Rev. Douglas also acknowledged President Abdullah who celebrated his sixth anniversary as President of Virginia State University on February 1st.

APPROVAL OF AGENDA

The Board approved the agenda by voice vote.

APPROVAL OF MINUTES

The Board approved the minutes from the November 19, 2021, meeting by voice vote.

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RECTOR'S REMARKS

Rector Brown expressed appreciation to each board member for their contributions to the work of the Board to ensure the University moves forward. The Rector acknowledged Dr. Charlie Hill on his exemplary service, philanthropy, and in receiving the honorary doctorate degree at the VSU Fall Commencement Ceremony in December 2021. The Rector also shared that she spoke with Ms. Stegmaier at the Celebration of Life for Jay Stegmaier. Lastly, the Rector acknowledged President Abdullah on his sixth anniversary as President.

PRESIDENT'S REMARKS

President Abdullah expressed appreciation for the time and energy they offer to help steward VSU. The President stated that we have had much success over the past 6 years, the highest graduate rate, the highest retention rate, the highest enrollment increase, the 30-million-dollar donation, and the largest amount of funding from the General Assembly. So, it is time to look forward and begin to think about how we create an environment or culture of success at VSU. The President presented brief updates regarding the death of a VSU student, fall 2021 commencement, COVID-19, Enrollment, General Assembly, Altria. The President acknowledged the current Mr. and Miss VSU, Isaiah Matthews-Braxton and Ashley Gray who addressed the Board. The gallery congratulated Mr. Isaiah Matthews-Braxton who recently won the title of the 18th Mr. HBCU, 2021-2022, in a national competition.

CLOSED SESSION

The Rector asked for a motion to convene a closed session at approximately 11:22 a.m. for Consultation with legal counsel and briefings by staff members or consultants pertaining to actual or probable litigation, where such consultation or briefing in open meeting would adversely affect the negotiating or litigating posture of the public body, pursuant to Virginia Code Section 2.2-3711 (A) (7), specifically to discuss legal issues. The motion was made and properly seconded. The motion passed by voice vote. The Rector invited President Abdullah, Cynthia Norwood, Assistant Attorney General, Dr. Annie C. Redd, Shawri King-Casey to remain for the closed session.

The Board re-convened in opened session with a roll call of voting members that the Committee discussed or considered only those public business matters lawfully exempted from open meeting requirements under the Virginia Freedom of Information Act and only such public business matters as were identified in the motions by which the closed meeting was convened.

BOARD APPROVALS

- Full Board Minutes, November 19, 2021
- Resolution of Exemplary Service to James J.L. Stegmaier (presented posthumously)
- Establishment of the James J.L. Stegmaier Scholarship Fund in honor and memory of his service to the Board from 2016-2022.

The Board discussed and approved that if a current board member passes and it is possible to do so, that a resolution from the Board would be prepared and presented at the celebration of life service. The Board also voted to establish a scholarship in memory and honor of Mr. James Stegmaier who served on the VSU Board of Visitors so proudly and with distinction. The scholarship will go to the Tuition Assistance Fund. Board members would be encouraged to contribute to the scholarship on an annual basis.

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COMMITTEE REPORTS

Academic and Student Affairs Committee

In the absence of Chair Pamela Currey, Dr. Palm presented the summary of the Committee's meeting held on Thursday, February 2, 2022. Dr. Berkita Bradford provided an overview of the Department of Hospitality Management, which is housed in the College of Agriculture and is heavily focused on strategic plan priority three to provide a transformative VSU experience that supports the holistic development of our students. Dr. Bradford provided a comprehensive overview of the Department and the success stories of our graduates from the Hospitality Management Program. Dr. Bradford also noted the work being done to create an on-line option for the program.

To a standing ovation from the Committee, Chief Bragg introduced the VSU Police leadership and staff members to recognize and acknowledge the tremendous work the VSU Police Department does every day to keep the campus community safe and acknowledge the tragedy at Bridgewater College. Chief Bragg gave an update on the 2021 campus crime report, including the Homicide Investigation into the death of Mr. Daniel Wharton that occurred in December 2021 at the University of Ettrick Apartments. He provided a summary of additional security measures being undertaken for the University Apartments at Ettrick. Chief Bragg also communicated his strategy to recruit new, and retain current, high performing quality officers and security guards. The committee heard about the extensive professional development undertaken by the VSU Police leadership and their recognition by the FBI Law Enforcement Executive Development Association (FBI-LEEDA) Committee members asked Chief Bragg what the protocol was for officers wearing vests. Discussion ensued about moving forward to provide vests for security officers.

Dr. Corley provided an update on efforts to protect the campus community from COVID-19 and the University's strategy for the Spring 2022 Semester. Over the past year, VSU has created a campus culture of safety and compliance utilizing evidence-based practices to respond to COVID-19. Because of the University's collective commitment, we celebrated less than a 1% positivity rate and 89% overall campus vaccination compliance rate last year. For the spring 2022 semester, VSU has a 4.2% positivity rate in a region that has decreased from 36% to now 25.5%. Now that we are back on campus, the committee noted that we may well see higher rates with the extreme transmissibility of the Omicron variant – even in vaccinated communities. Dr. Corley acknowledged Governor Youngkin's New Executive Order which rescinded the COVID-19 vaccine mandate for all state employees which was followed by Attorney General Miyares' legal opinion that Virginia's state institutions of higher education could not require the COVID-19 vaccine as a general condition of students' enrollment or in-person attendance. VSU is compliant with both actions.

Dr. Brooks-Walter provided an update on Spring enrollment. As of January 2022, applications for fall 2022 is up 75% compared to fall 2021. A new Admissions system was successfully implemented in January 2022 which allows automated acceptance as well as seamless engagement with prospective students. The Admissions Transfer Office continues to grow, and they have launched the major improvements to VSU's transfer office and the transfer experience for prospective students. The Orientation Office has released a new interactive tour of the campus that includes a panoramic virtual

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reality experience for visitors. The VCAN program continues to provide a positive experience for students, and it was noted that Dr. Coleman testified about the program and the expansion of the geographic area from 25 miles to 45 miles to the Senate Finance Committee. Her comments were well received.

Mr. Edwards (Chief Information Officer) provided an update on Technology Services. Technology Services is currently procuring services to complete a thorough I.T. Assessment. Mr. Edwards discussed the work with VITA to facilitate the ability of VSU to transition to a Level 2 institution in IT. He noted the magnitude of infrastructure and governance necessary to be in place prior to such designation. New staff have been hired to address process and service gaps between Technology Services, Administration, and Academics. New services have also been procured to address spikes during peak times. Last semester, the student experience was impacted by Wi-Fi issues. Steps have been taken to address this concern and Technology Services is providing weekly updates to the SGA President and Provost for transparency.

Visitor Turnage stated that he wanted to go on record as a board member that he does not understand the wisdom of the decision by the attorney general to conclude that public institutions do not have the legal authority to mandate the booster or vaccines. He stated there are public high schools, public elementary schools, public middle schools that require a series of boosters to attend school; he does not understand how the attorney general could conclude that another public institution does not have legal authority to require such. Visitor Turnage stated that this decision puts lives in jeopardy; boosters work for people with underlying health conditions, which some of our students may have. If any students decide not to get the booster because the state does not require them to do so, they could get sick and die. He stated that this message needs should be conveyed to the attorney general's office.

Remarks from the Faculty and Student Representatives to the Board

Dr. Ceslav Ciobanu, Chair of the Faculty Senate, made remarks on behalf of the Faculty Senate. Mr. Yousif Omer, a member of the Student Government Association (SGA) Executive Board, brought remarks and an overview of the SGA activities.

Dr. Palm also invited Mr. Danny Giles, Treasurer, to bring remarks and updates on behalf of the Staff Senate. President Abdullah thanked Dr. Ciobanu, Mr. Omer, and Mr. Giles for their comments and for their service.

Facilities, Finance and Audit Committee

Mr. William Murray, Vice Chair, presented a summary of the committee meeting. Mr. Murray expressed thanks to the Division of Finance for the user-friendly nature of the financial tables and schedules provided to the board. The Committee saw a very robust and encouraging short-term cash position and financial position with the important caveat that this reflects the one-time gift from MacKenzie Scott as well as short-term federal funding. The committee had closed session with the VSU Real Estate Foundation, and in open session Mr. Herrera expressed thanks to the Foundation and reiterated the importance of alignment, which we have always enjoyed with the Foundation. The Committee received

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an uplifting and collegial audit and compliance report that gives the board a sense that things are moving in a good direction toward resolution and completion.

Mr. Murray addressed the required public comment session about the proposed increase in mandatory fees held on February 2. The session starts a 30-day window before the board can formally adopt the proposed increase of \$500 in the technology fee for next year. The sense of the Committee is that members would be comfortable with, at least in a pro forma, tentative way administration can reflect the increase in planning or draft materials.

Institutional Advancement Committee

Chair Shavonne Gordon presented a summary of the Institutional Advancement Committee. In Governor Ralph Northam's last budget proposal, he included an additional \$297 Million in funding for Virginia's HBCUs. Virginia State University would receive \$113 million in this proposal which would make for an 87% increase in funding for HBCUs across Virginia for the entirety of Northam's term. For VSU specifically, the current budget proposed, would establish new degree and online programs, a VSU Advanced Manufacturing Logistics Institute, expand VSU's Virginia College Affordability Network (VCAN) and fund other student support services. The budget also includes four infrastructure projects, a significant increase in maintenance reserves, and detailed planning to construct the BOLT Leadership Building (Building Outstanding Leaders for Tomorrow) and renovate Virginia Hall. The General Assembly Session for this year convened January 12, 2022. It will meet for 60 days to amend the outgoing Governor's budget and consider bills with a range of topics. President Abdullah has testified on behalf of VSU and the VA Council of Presidents both in the House Education Committee and the Senate Finance Higher Education Subcommittee. VSU continues to work closely with our local, state, and federal legislators to conduct the mission and vision of our institution.

The VSU Office of Communications continues the work of ensuring that we meet Strategic Plan Priority Four by "defining the VSU Brand and telling our Story by effectively demonstrating and communicating the value of Virginia State University." The University had the very unfortunate news story of the tragic death involving one of our students, Daniel Wharton which dominated headlines in early December. The staff worked to control the narrative of that story and limit its connection to VSU and to limit the shelf life of the story. We initiated projects that streamline our internal communications. Our newly introduced employee intranet allows us to centralize communications and it eliminates the abundance and redundancy of emails. We continue to push our social media brand. We initiated a fun and successful project for commencement that involved personalized social media photo frames. We have a plethora of new branding initiatives on campus to include new lighting, signage, equipment, and branding of structures on campus. Chair Gordon asked that the minutes reflect Dr. Gwendolyn Williams Dandridge said she will moon walk on University Avenue when the mural "Greater Happens Here" is painted there.

As evidenced by the FY22 dashboard report, philanthropic support to VSU totals \$3,109,029.62 from 1,303 donors as of January 28, 2022. Currently, we are 21,913.61 dollars under total raised this same time last year or 99%. Currently, we are 911 donors under total this same previous year or 58%. Currently, we are at 76% and 112,924.73 dollars under last year's final total dollars raised. The Giving

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Tuesday Match It Challenge was an immense success, and as of December 3, 2022, we have raised \$99,679.45. The Annual Global Day of Giving is November 30, 2021; Institutional Advancement expects alumni donor count to increase. The Institutional Advancement team has developed a robust pipeline of potential corporations and individuals such as Mary Macon Trenholme Endowed Fund, JP Morgan Chase Northrop Grumman, M&T Bank, The Fulton Forward Foundation, Horizon Blue Cross Blue Shield, Florence Wilson Estate, Daniel Thompson – Tuckahoe Plantation, Bank of America, and P2R Management. There have been three pending proposals: Deloitte -\$11,700,000, Completed College American - \$215,000, and AMB - \$40,000, which we received in February. We have received from Altria - \$500,000 and \$40,000 (STEM) from Capital One.

Chair Gordon issued a call to the Board members that if they have contacts with corporations to create connections with the IA staff for VSU.

Personnel, Compensation, and Governance Committee

Chair Herrera shared an update from the Office of Human Resources (OHR) which included recruitment efforts underway in the OHR. A Business Analyst has been hired to support the office to digitize the processes for greater efficiency. In addition, the new payroll system will go live in March 2022. The climate survey was launched in earlier in this semester, and the salary equity study will be completed soon as well.

We now have the final board matrix which is current in that it reflects the removal of characteristics of four colleagues (3 who are retiring, one who is deceased). The matrix shows different areas where we could use expertise and experience on the board. The Committee met in closed session to discuss the president's compensation for 2021-2022 as well as for next 2022-2023.

REPORT FROM THE VSU FOUNDATION

Ms. Brenda Stith-Finch expressed appreciation for the opportunity to inform the Board about its work it is doing to support the University. The Foundation is pleased with the management of its portfolio, and as requested by the Board, it created a subaccount for the McKenzie Scott funds allocated to the Foundation. This will allow the Board to see the earnings from the investment of those funds. Ms. Stith-Finch elaborated on the Foundation's role as a pass through to facilitate donors who want to work with the University. She also shared information on the Foundation's new initiatives for succession planning that focus on training VSU students to become future trustees.

- Foundation Fellows Program, which will bring 6 VSU graduates since 2000 as non-voting members of the board
- Selection of a current VSU student to serve as non-voting Student Representative
- Selection of student interns in accounting through the University's work-study program

Ms. Stith-Finch stated that the Foundation will contribute \$2,500 to the new James Stegmaier Scholarship Fund. President Abdullah expressed appreciation for the work of the VSU Foundation and the commitment of its leadership.

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LEGAL COUNSEL

There were no updates from Legal Counsel.

CLOSING REMARKS: BOARD MEMBERS' ASSESSMENTS

Mr. Herrera, Chair of Personnel, Compensation & Governance asked each board member to make comments on this board meeting and offer suggestions for improvement.

ADJOURNMENT

There being no further business, the Rector adjourned the meeting at approximately 1:36 p.m.

Dr. Valerie K. Brown, Rector

Dr. Christine M. Darden, Secretary

Date

Date

Bylaws of the Board of Visitors

Virginia State University

Adopted by the Board November 9, 2007, *Revised* 9/19/08, 1/20/12, 4/20/12, 6/14/2013, 9/20/13, 4/11/2014, 2/12/2016, 9/16/2016, 09/21/2018, 02/07/2020, and 5.21.20.

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PREAMBLE



Virginia State University was founded on March 6, 1882, when the legislature passed a bill to charter the Virginia Normal and Collegiate Institute. The bill was sponsored by Delegate Alfred W. Harris, a Black attorney with offices in Petersburg, who lived in and represented Dinwiddie County in the General Assembly. A hostile lawsuit delayed opening day for nineteen months, until October 1, 1883. In 1902, the legislature revised the charter act to curtail the collegiate program and to change the name to Virginia Normal and Industrial Institute. In 1920, the land grant program for Blacks was moved from a private school, Hampton Institute, where it had been since 1872, to Virginia Normal and Industrial Institute. In 1923, the college program was restored, and the name was changed to Virginia State College for Negroes in 1930. The two-year branch in Norfolk was added to the college in 1944; the Norfolk division became a four-year branch in 1956 and gained independence as Norfolk State College in 1969. Meanwhile, the parent school was renamed Virginia State College in 1946. Finally, the legislature enacted a law in 1979 to provide the present name, Virginia State University.

In the first academic year, 1883-84, the University had 126 students and seven faculty (all of them Black), one building, 33 acres, a 200-book library, and a \$20,000 budget.

The University is situated in Chesterfield County at Ettrick, on a bluff across the Appomattox River from the City of Petersburg. It is accessible via Interstate Highways 95 and 85, which meet in Petersburg. The University is only two and a half hours away from Washington, D.C., to the north, and the Raleigh-Durham-Chapel Hill area to the southwest; about one and a half hours away from Charlottesville to the northwest, and Virginia Beach to the southeast.

Virginia State University has a long history of outstanding faculty and administration.

ARTICLE I **MEETINGS**

1.1 Annual Meeting. The Annual Meeting of the Board shall be in April of each fiscal year unless otherwise determined by the Board of Visitors. The Board shall establish its schedule of regular meetings, elect officers, establish committee chairs, elect foundation liaisons, and complete the Board's self-evaluation at the Annual Meeting. The Board shall also approve the annual executive summary of interim activities for submission to the General Assembly and the Governor.

1.2 Regular Meetings. Regular meetings of the Board of Visitors shall be held at least four times each year and in accordance with the schedule of meetings approved at the Annual meeting. The Board of Visitors may vote to change the date of any regular meeting. Written notice of regular meetings shall be communicated to board members at least three calendar days prior to the meeting.

The Order of Business at regular meetings of the Board of Visitors shall, unless modified by the Rector of the Board, be as follows:

1. Roll call and quorum count
2. Approval of minutes of the preceding meeting
3. Rector's report
4. President's report
5. Report of the Executive Committee
6. Report of Standing Committees
7. Report of other Committees
8. Report of Faculty and Student Representatives
9. Report of Affiliated Foundations
10. Old Business
11. New Business
12. Adjourn

1.3 Special Meetings. Special meetings of the Board may be called by the Governor, Rector, or, in his/her absence or disability, by the Vice Rector, or by any three Visitors at such dates, times, and places, with agenda, as may be specified in the call for such meeting. The Rector, under normal, non-emergency circumstances, shall ensure that at least three days' notice of the date, time, location, and agenda is provided for all special meetings. The Rector may in special circumstances waive the requirement of written notice provided that other appropriate public notice is given.

1.4 Emergency Meetings. Emergency meetings are special meetings and may be called by giving reasonable notice to all members and the public whenever in the judgment of the Rector, in consultation with the President, there is an emergency. A majority of the voting members shall be sufficient to transact any

business with respect to said emergency, except declarations of fiscal exigency. Declarations of fiscal exigency must be made by an affirmative vote of two-thirds of the voting members.

- 1.5 Conduct of Business. All meetings shall be conducted in accordance with the *Code of Virginia*, these Bylaws, Board Policies and Procedures, and *Robert's Rules of Order Newly Revised*, in order of descending precedence. The Board shall request the presence of the University's legal representative at all open and closed meetings and committee meetings except those where the President is being evaluated or presenting portions of his/her Annual Report dealing with the evaluation of university officers, unless otherwise directed by the Attorney General. At the Board's discretion, it may request the presence of the University's legal representative during evaluations if it is considering: (1) whether the party or parties involved are in breach of his/her contract; or (2) the Board is seeking legal advice about the amounts and methods of compensating the President or other officers involved.

The Board will require transparency, to the extent required by law, in all board discussions and actions. In furtherance of this requirement, the Board and its associated committees will record its meetings. Minutes from these meetings will be prepared and posted on the University's website in accordance with § 2.2-3707(H) and § 2.2-3707.1 of the *Code of Virginia*.

Board meetings will be held open to the general public, except where such discussions or actions are exempted under § 2.2-3711 of the *Code of Virginia*. Meetings from which the general public, except Board members and those interested parties invited by the Board attend, is properly excluded, will be considered a "closed meeting" or "closed session." Any official action taken in a closed meeting or session shall be approved in an open meeting or session before it can have any force or effect, in accordance with § 2.2-3711(B) of the *Code of Virginia*.

- 1.6 Quorum. A quorum for the conduct of business by the Full Board shall consist of a simple majority of the voting members of the Board. A quorum for the Executive Committee and all standing and special committees of the Board shall consist of a majority of the appointed members of the committee, except that in no case shall the number be fewer than three members.
- 1.7 Voting. Votes on substantive matters shall be taken by roll-call vote, conducted by the Secretary, of all voting members supporting, opposing, or abstaining from the matter. Incidental or procedural motions (e.g., adjournment) may be carried or defeated by voice vote; however, all votes taken during electronic communication meetings shall be by roll-call and so recorded in the meeting minutes. No proxies, secret, or written ballots are authorized in any board meeting.
- 1.8 Telephonic or Video Participation. Telephonic or video meetings of the Board or its committees, including those held in Closed Session, may be held as long as public notification and meeting requirements are met in accordance with § 2.2-3708.2 of the *Code of Virginia*. Individual participation due to an emergency or personal matter is limited by law to two meetings and two committee meetings of the public body per member each calendar year. Meetings held in Open Session must be open to the public. Arrangements for telephonic or video meetings must be coordinated with the Board Secretary, or the Secretary's designee and the Office of University Legal Counsel.

- 1.9 Communications to the Board. All communications of an official nature directed to the Board of Visitors shall be channeled through the Office of the President or the Office of University Legal Counsel.
- 1.10 Self-Evaluation. The Board shall conduct a self-evaluation during its annual meeting. The Rector shall determine the forum and procedure for such evaluation subject to approval by the Board.

ARTICLE II. OFFICERS OF THE BOARD OF VISITORS

The Board of Visitors is composed of fifteen members, appointed by the Governor and subject to confirmation by the General Assembly. Term appointments are four-year terms and shall be served in accordance with § 23.1-1300(B) of the *Code of Virginia*. The Officers of the Board of Visitors shall consist of the Rector, Vice Rector and Secretary. The Rector, Vice Rector and Secretary shall be elected from members of the Board of Visitors.

- 2.1 Term of Office. The Officers of the Board shall be elected at the Annual Meeting held in odd-numbered years. The Officers shall serve for a two-year term which shall commence on July 1st following the Annual Meeting or shall serve until their successors are elected.
- 2.2 Removal. The Board shall have the power to remove any elected officer, either with or without cause, by a simple majority vote of the Board. In addition, pursuant to Va. Code § 23.1-1300(F), if any member of the Board fails to attend the meetings of the board for one year without sufficient cause, as determined by a majority vote of the Board, or the educational programs required by Va. Code § 23.1-1304 in his first two years of membership without sufficient cause, as determined by a majority vote of the Board, the remaining members of the Board shall record such failure in the minutes at its next meeting and notify the Governor, and the office of such member shall be vacated. No member of the Board of Visitors who fails to attend the educational programs required by Va. Code § 23.1-1304 during his first four-year term is eligible for reappointment to the Board pursuant to § 23.1-1300(E). Notwithstanding any provision of law to the contrary, the Governor may remove any Board member from office for malfeasance, misfeasance, incompetence, or gross neglect of duty and fill the vacancy resulting from the removal in accordance with Va. Code § 23.1-1300(C).
- 2.3 Resignation. Any elected officer may resign at any time by giving written notice to the Board, the Rector, or the Secretary. Any such resignation shall take effect at the time specified in such notice and the acceptance of such resignation shall not be necessary to make it effective.
- 2.4 Vacancies. A vacancy in the office of Rector, Vice Rector, or Secretary shall be filled by the Board for the unexpired term. If the cause of the vacancy is the expiration of the officer's term as a member of the Board, the vacancy shall be filled at the first regular meeting following such expiration. If the vacancy occurs from any other cause, the vacancy shall be filled at the first regular meeting after such vacancy occurs or at a special meeting called for that purpose.
- 2.5 Visitors Emeriti. In recognition of the invaluable service rendered to the University during their appointment to the Board of Visitors, and the informed counsel they are capable of providing, former members of the Board may be designated Visitors Emeriti by favorable recorded majority vote by current members of the Board.

2.6 Duties and Responsibilities.

2.6.1 Rector. The Rector shall serve as the presiding officer, spokesperson, and designated representative of the Board and shall perform such additional duties as may be required by law or the Board. The Rector shall be a member, ex officio, with vote, of all committees of the Board and shall be counted as a member in determining a quorum. The Rector shall preside at all meetings of the Board and its Executive Committee, and shall work closely with the President in developing the agenda for Board and Executive Committee meetings. As presiding officer, the Rector has an obligation to ensure that all sides of a pending question are heard and, though not required, he/she may voluntarily step aside and have the next senior officer present preside or appoint a temporary chair, if the Rector wishes to enter into the debate. The Rector is the liaison between the Board and the President who works for the entire board. The Rector shall facilitate communications between the Board, the Administration, and external agencies and constituencies. The Rector shall maintain the integrity of board procedures and facilitate a high level of interest, involvement, and activity among the Board members.

2.6.2 Vice Rector. The Vice Rector shall perform the duties of the Rector in the Rector's absence and such other special duties as are assigned by the Rector.

2.6.3 Secretary. The Secretary shall be responsible for over-sight of the preparation of minutes of all meetings of the Board and the Executive Committee, and supervise the issuance of notices of meetings of the Board and Executive Committee in advance of the meeting. The Secretary shall represent the Board and preside at the meetings of the Board and its Executive Committee in the absence of the Rector and Vice Rector, and perform such other duties as are incident to the office or as may from time to time be assigned by the Rector. Any of the enumerated duties of the Secretary may be delegated to an appropriate staff person within the University at the discretion of the Secretary and the Board, but oversight for such duties shall remain with the Secretary.

2.7 Residency.

As required by Va. Code § 23.1-1300(J), the Rector or Vice Rector of the Board of Visitors shall be a resident of the Commonwealth.

ARTICLE III. COMMITTEES

The committee system of the Board shall be composed of the Executive Committee, the Personnel and Compensation Committee, the Facilities, Finance, and Audit Committee, the Institutional Advancement Committee, the Academic and Student Affairs Committee, and special committees. Committee Chairs have the authority to request appropriate Vice Presidents, faculty, staff, and the President to serve in an advisory capacity to the committee. The Chairs of the Committees shall be selected by the Board at the Annual Meeting held in odd-numbered years. The Chairs shall serve for a two-year term which shall commence on July 1st following the Annual Meeting or shall serve until their successors are selected. Additionally, Vice Chairs shall be selected by their respective Committee for a two-year term which shall commence on July 1st following the Annual Meeting held in odd-numbered years or shall serve until their successors are selected.

Standing committees shall meet prior to the regular meeting of the Board. A special meeting of a standing committee to consider specific items of business may be called by the Rector or its Committee Chair, and shall be called at the request of the majority of the members thereof at such time and place and in such form and with reasonable notice, as the Rector may deem appropriate.

The Rector, with consent of the Board, shall have the authority to appoint Board members and other persons to serve the Board in advisory or *ad hoc* capacities to the Board and its committees.

Each year at the Board's discretion, a representative may be appointed by the Board, to the Board from the student body, and the Faculty, as a non-voting, advisory representative, pursuant to statutory authority. The President of the Student Government Association will serve as the student representative, and the Faculty Senate Chair will serve as the faculty representative.

3.1 Executive Committee.

3.1.1 Executive Committee Structure. At each Annual Meeting, the Board shall approve an Executive Committee. The Executive Committee shall consist of the Rector, who shall be the Chair; the Vice Rector; the Secretary; and the chairs of the Board's standing committees elected by the Board at the Annual Meeting. Any vacancy on the Executive Committee shall be filled for the unexpired term at the next regular meeting of the Board.

3.1.2 Executive Committee Meetings. The Executive Committee convenes between Board meetings, on the call of the Rector, on the call of any two members of the Executive Committee, or on the call of the President. It shall consider all governance matters and all matters referred to it by the Rector, the Vice Rector, or the President and shall, in the interim between meetings of the Board, be vested with the powers and authority of the Full Board and shall take such action on all matters that may be referred to it as in its judgment is required. All board members shall be notified of meetings and provided the agenda and any documents distributed for such meeting. Board members may attend meetings of the Executive Committee or send comments in writing prior to the meeting. The Executive Committee members will be the voting members during Executive Committee meetings. All such actions taken by the Executive Committee in the interim between meetings of the Board shall be reported to the Board at the next regular or special meeting and shall, if approval is required, be approved by the Board at that time.

3.1.3 Executive Committee Governance. The Executive Committee shall recommend and the Board shall approve Board members to all standing and special committees. The Committee, in consultation with the Rector and the President, shall recommend the Committee Chairs for each standing committee, liaisons for each of the foundations, and a slate of officers of the Board. These positions will be approved by the Board during the Annual Meeting. Vacancies arising from any cause whatsoever shall be filled in the same manner.

The Executive Committee shall be responsible for the call for nominations for officers from the Board and shall call for nominations by sending written notice to each member of the Board. Nominations shall be submitted in writing to the Vice Rector and shall be due no later than 14 days following the date of the call for nominations. Members of the Board may nominate themselves for an office. Nominees for officers must have more than one year remaining on their terms of appointment or be eligible for reappointment to a second

term. The Executive Committee should give priority to nominating members for office whose terms of appointment on the Board do not expire simultaneously so the Board shall not be without a presiding officer.

The Executive Committee shall meet at least 30 days prior to the election to determine the nominations to be presented to the Board. The recommendations shall be distributed with the announcement of the meeting of the Board of Visitors in which the election of officers is to be held. At the meeting, the Vice Rector shall present one candidate for each office for election. The Rector will call for nominations from the floor prior to a vote on the candidates.

3.1.4. Executive Committee Charter. The Executive Committee may approve, upon the recommendation of the Personnel and Compensation Committee, individuals for appointment to the Board by the Governor. The responsibilities of the Executive Committee shall also include, but not be limited to, the oversight of the following areas:

Strategic Planning

Board Performance

- Board Governance and Bylaws
- Board Code of Ethics
- Board Officers
- Board Committee Structure
- Board Committee Appointments
- Board Committee Chairs
- Board Foundation Liaison Appointments
- Board Meetings and Schedules
- Board Orientation and Training
- Board Qualifications and Competencies
- Board Evaluation
- Board Member Recommendations to the Governor
- Board Annual Executive Summary

3.2 Personnel and Compensation Committee. The Executive Committee shall recommend and the Board shall approve a Personnel and Compensation Committee (formerly known as the Resources Committee) of a minimum of three members of the Board at the Annual Meeting. The Executive Committee, in consultation with the Rector and the President, shall recommend the Personnel and Compensation Committee Chair. The Board shall approve the Committee Chair.

The Personnel and Compensation Committee shall have oversight over all personnel and employment policies of the University. Personnel and employment policies of the University include oversight over all faculty and administrative personnel and employment policies except the Executive Employment Agreement of the President which shall be negotiated with the President by the Rector and the Chair of the Personnel and Compensation Committee. Acceptance or denial of the Executive Employment Agreement of the President requires a majority vote of all board members then in office. This committee shall recommend a successor should the President become unable to serve for any reason, and shall work with the President to develop appropriate delegations of Presidential signature authority.

The Committee shall periodically conduct an evaluation of the Board and its committee structure, including an evaluation of committee procedures and overall performance. All best practice recommendations shall be made to the Executive Committee. In the execution of these reviews, the Personnel and Compensation Committee shall seek feedback from all Board members, the President, and others as it deems appropriate. The Committee shall develop and recommend to the full Board the assessment process to be employed, including whether an external consultant will be retained to assist with or conduct Board and committee evaluations.

The Committee shall assist the Executive Committee and the Governor in the selection of individuals to serve on the Board through the development of a set of qualifications, competencies, professional skills and expertise needed by Board members in order to maintain an effective, productive and exemplary board.

The responsibilities of the Personnel and Compensation Committee shall include, but not be limited to, the oversight of the following areas:

Board Evaluations

Review and Approve University Climate Surveys of Students, Faculty and Staff

Presidential Performance and Compensation Processes

- President's Goals
- President's Evaluation
- President's 360 Feedback
- President's Compensation
- President's Development Plan

Presidential Performance and Compensation Benchmarks

- Presidential Evaluations
- Presidential Compensation

Administration & Faculty Matters

- VP & Dean Evaluation Processes – President to review w/committee
- VP & Dean Appointment Processes – President to review w/committee
- VP & Dean Development Plan Processes – President to review w/committee

Succession Planning

- Presidential Search
- Presidential Onboarding

University Policies

- Human Resources Policies
- Presidential Policies
- Governance Policies

3.3 Facilities, Finance, and Audit Committee. The Executive Committee shall recommend and the Board shall approve a Facilities, Finance, and Audit Committee of a minimum of three members of the Board at the Annual Meeting. The Executive Committee, in consultation with the Rector and the President, shall recommend the Committee Chair. The Board shall approve the Committee Chair. This Committee will also select a Vice Chair from its members and this Vice Chair will serve in the absence of the Committee Chair and under the Committee Chair's delegated authority.

The Facilities, Finance, and Audit Committee shall have control and oversight over all facilities of the University and financial affairs. Financial affairs of the University include budgets, investments, appropriations, grants and contracts, procurement, accounting and internal systems and controls. The Facilities, Finance, and Audit Committee shall employ an internal audit staff and such financial and management consultants as it may deem necessary or desirable. The internal audit staff and consultants so employed shall report directly to the Committee. No material change or amendment, deviation or exception from the University's accounting and internal control procedures shall be made without the approval of the Facilities, Finance, and Audit Committee or the Board, except for those required by GASB, state comptroller, state, or federal regulations.

This committee shall have control and oversight over all financial policies of the University including procurement, contracts, delegation of authority, the facilities of the University including the campus master plan, investment strategies, capital improvements, facilities utilization, computing and information technology services, campus support services, and other related matters as shall be so recognized by the Board.¹

The responsibilities of the Facilities, Finance, and Audit Committee shall include, but not be limited to, the oversight of the following areas:

Financial Management

- Financial Planning
- Financial Statements
- Financial Management
- Budgets
- Capital Planning & Budgeting
- Technology Planning & Budgeting
- Auxiliary Funds Management
- Debt Management
- Debt Ratios
- Fee Structures (Athletic, student, parking, etc.)

Facilities Management

- Campus Master Plan
- Campus Maintenance Plan
- Capital Project Plan
- Computing and Information Technology Services
- Facility Projects
- Property Acquisition
- Property Disposition
- Property Leases
- Energy/Green Policies

¹ The President or the Vice President for Finance shall have the authority to execute all legal documents, after review by legal counsel, relating to the granting of easements and rights of ways for water, sewer, utility, telecommunications and electrical lines as the need arises.

Audit

- Audit Plan
- Audit Results
- Hotline Management
- Public Auditor
- Risk Management
- Compliance Management
- Internal Controls
- Monitoring Reporting

Investments

- Investment Policies
- Investment Strategies

Benchmarks

- Peer Institution Comparisons

Policies

- Financial Policies
- Audit Policies
- Capital Policies
- Debt Policies
- Facilities Policies

3.4 Institutional Advancement Committee. The Executive Committee shall recommend and the Board shall approve an Institutional Advancement Committee of a minimum of three members of the Board at the Annual Meeting. The Executive Committee, in consultation with the Rector and the President, shall recommend the Institutional Advancement Committee Chair. The Board shall approve the Committee Chair. This Committee will also select a Vice Chair from its members and this Vice Chair will serve in the absence of the Committee Chair and under the Committee Chair's delegated authority.

The Institutional Advancement Committee shall have oversight and control over all fund-raising activities undertaken by the University. This includes any foundation, alumni, athletic or other association, campaign committee or other organization seeking to raise funds in the name of or for the benefit of the University and its programs. Monies raised from fund-raising activities undertaken by the University, or on behalf of the University shall be considered "University Funds." The committee shall have oversight over the budgeting and expenditure, the management, the reporting and accounting for, and the internal control of such University Funds.

The Rector, with the consent of the Board, may authorize the Institutional Advancement Committee Chair to appoint non-board members to serve one year terms as ex-officio non-voting members of the Institutional Advancement Committee. Such appointments are limited to key members of the affiliated foundations of the University and require the approval of the full Board.

The responsibilities of the Institutional Advancement Committee shall include, but not be limited to, the oversight of the following areas:

Strategic Planning Processes

- Oversight of University Strategic Plan
- SCHEV Plan
- Strategic Investment Opportunities
- Strategy Offsite for the Board (Board Strategy and Board Goals)

Endowment

- Campaigns
- Naming
- Events

Economic Development & Partnerships

- Partnerships
- Joint Agreements
- Economic Development Relationships

External Relations & Strategies

- Community Relations
- Government Relations
- Public Relations

Brand & Marketing

- Campaigns & Advertising
- National Rankings
- Peer Comparisons

Policies

- Endowment Policy
- Foundation Policy
- Partnership Policy
- Reputation Policy

3.5 Academic and Student Affairs Committee. The Executive Committee shall recommend and the Board shall approve an Academic and Student Affairs Committee of a minimum of three members of the Board at the Annual Meeting. The Executive Committee, in consultation with the Rector and the President, shall recommend the Academic and Student Affairs Committee Chair. The Board shall approve the Committee Chair. This Committee will also select a Vice Chair from its members and this Vice Chair will serve in the absence of the Committee Chair and under the Committee Chair's delegated authority.

The 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.

The responsibilities of the Academic and Student Affairs Committee shall include, but not be limited to, the oversight of the following areas:

Academic Matters

- Under Graduate and Graduate Programs & Degrees
- Summer & Affiliate Programs
- Accreditations

- Admission Standards & Results
- Enrollment Standards & Results
- Online & Distance Learning

Academic Development & Partnerships

- Affiliations
- Partnerships
- Dual Enrollment w/High Schools
- Community College Agreements

Student Matters

- Student Governance Structure
- Student Handbook
- Student Living
- Student Housing
- Student Food Service
- Student Resources (Textbook, Library, etc.)
- Student Orientation
- Judicial & Honor Systems

Faculty Matters

- Faculty Governance Structure
- Faculty Handbook
- Faculty Credentials (Tenure/Promotion/Research & Publication)
- Faculty Resignation/Retirement
- Faculty Development
- Faculty Salaries & Ratios

Security & Safety

- Security Protocols
- Safety Issues & Statistics
- Crime Issues & Statistics

Athletics

- Programs & Performance
- Intercollegiate Athletics
- NCAA

Policies

- Admission Policies
- Student Policies
- Faculty Policies
- Grade Policies
- Security Policies
- Athletic Policies

ARTICLE IV. **POWERS AND DUTIES OF THE BOARD**

As public trustees, the members of the Board have the overall responsibility and authority, subject to constitutional and statutory limitations, for the continuing operation and development of the institution. In addition to the powers granted under Va. Code §§ 23.1-1000 through 23.1-1028 and § 23.1-1301.

Examples of the powers and responsibilities of the Board, as set forth in state statutes or as developed through tradition and practice, include, but are not limited to:

1. Election of the President of the University, who shall serve at the pleasure of the Board.
2. Establishment of fees, tuition, and other charges imposed by the University on students.
3. Approval of the University's admission standards.
4. Review and approval of the University's budgets and overview of its financial management.
5. Review and approval of proposed academic degree programs and the general overview of the academic programs of the University.
6. Review and approval of the establishment of new colleges or departments.
7. Approval of the establishment of positions reporting to the President.
8. Confirmation of appointments by the President, including all Vice Presidents, Assistant Vice Presidents, Associate Vice Presidents, Deans and the approval of all contracts of renewal for such administrators.
9. Representation of the University to citizens and officers of the Commonwealth of Virginia, especially in clarifying the purpose and mission of the University.
10. Approval and confirmation of promotions, grants of tenure, and employment of faculty and administrators.²
11. The determination of the salary ranges for all faculty ranks and the establishment of other compensation and benefits.
12. Review and approval of physical plant development of the campus.
13. Review and approval of all naming opportunities, including buildings and other University property, endowments, scholarships, professorships, and endowed chairs.
14. Review, approval, or delegation to the Administration of the power to grant rights-of-way and easements on University property.
15. Review, approval, or delegation to the Administration of the power to approve real property transactions.
16. Review and approval of personnel policies for the faculty and administrators, including the Faculty Handbook.
17. The exercise of other powers conferred on corporations by the provisions of Chapter 10 of Title 13.1 of the *Code of Virginia*.
18. The establishment of policies mandated under the provisions of Title 23.1 of the *Code of Virginia*.
19. The exercise of all powers conferred on the Board in Chapter 27 of Title 23.1 of the *Code of Virginia*.
20. Each Board member is subject to the provisions of the State and Local Government Conflict of Interests Act and must file reports as necessary and required by law.

² In practice, the President and officers of the University make interim appointments that are confirmed by the Board.

ARTICLE V. **FINANCIAL EXIGENCY**

The Board, by vote of two-thirds majority of the Board, at any regular, special, or emergency called meeting may declare a state of financial exigency. Upon declaration of a state of financial exigency, the Board shall direct the President to prepare a revised budget. Such revised budget shall be based on general guidelines as may be provided to the President at the discretion of the Board, including program reduction, program elimination, termination of employment, leave without pay, and other actions as may be necessary to reduce anticipated expenditures. The revised budget shall be subject to approval of the Board.

ARTICLE VI. **THE PRESIDENT**

The President of the University shall be the chief executive and academic officer of the University.

- 6.1 Election. The President shall be elected by the Board of Visitors and may be removed only by assent of two-thirds of the whole number of Visitors. The President shall attend all meetings of the Board and shall have notice of and the privilege of attending all meetings of its committees.
- 6.2 Powers and Duties. As the chief executive and academic officer of the University, the President shall have the following powers and duties:
 1. The President shall have responsibility for the operation of the University in conformity with the purposes and policies determined by the Board.
 2. The President shall act as adviser to the Board and shall have responsibility for recommending those policies and programs that in the opinion of the President will best promote the interests of the University.
 3. The President shall recommend to the Board long-range educational goals and programs and the new degrees that may be best suited to attain those goals and programs.
 4. The President shall have the power to establish and modify the internal administrative structure of the University. The administrative structure of the University shall be designed to ensure proper management of the University, adequate planning and evaluation of academic programs, and continued improvements of academic programs. The President shall have the authority to appoint all advisory officers except vice presidents, assistant vice presidents, associate vice presidents and deans. The President shall recommend vice presidential, assistant vice presidential, associate vice presidential and dean appointments to the Board for the Board's confirmation.
 5. The President shall recommend to the Board of Visitors the election and initial compensation of salaried members of the faculty holding professorial rank or named chairs, promotions of faculty members to the ranks of associate professor, full professor, and professor emeritus, and the removal of faculty members for cause.
 6. The President shall be authorized, after consultation with the Provost, Dean, department head, and other affected administrative officers, to suspend any faculty member at anytime for proper cause.
 7. The President shall have primary responsibility for the establishment and maintenance of proper relationships with the alumni.

8. The President shall at all times maintain cordial relationships with the students, guarding and protecting their best interests and ensuring that they have an opportunity for a rewarding educational experience.
9. The President shall be responsible for the discipline of students with the power to impose appropriate penalties including expulsion.
10. The President shall recommend to the Board each year an annual budget and financial, operating and staffing plans for the operation of the University for the following fiscal year. The timing of this submission shall be coordinated with the state budgetary planning process and shall be based on priorities that have been previously discussed with and approved by the Board. Upon ratification and approval of the Board, the President shall submit to the Governor a biennial budget request as required by law or regulation.
11. The President shall promote the development of the endowment funds of the University and shall be authorized to accept any gift or grant subject to the approval of the Governor as required, making a report to the Board of such gifts or grants.
12. The President shall perform such other duties as may be required by the Board.

6.3 Evaluation of the President. The Board is responsible for oversight of the President's performance. The President, in open or closed session, as appropriate, at the Annual Meeting of the Board, shall submit his/her annual report on objectives, specific and general, developed by the President and the Rector and agreed to by the Board for the past year. The Board shall subsequently evaluate the President's performance for the past year. Objectives for each ensuing year shall also be presented at the Annual Meeting of the Board for approval.

ARTICLE VII. **FACULTY**

The faculty and administrators of the University receive recommendations for appointments and renewals by appropriate University officials, and their names, titles and salaries are submitted for approval to the Board of Visitors.

Pursuant to the powers vested in the Board by Va. Code §§ 23.1-1301 through 23.1-1310, § 23.1-2700 and § 23.1-2702, or succeeding provisions, all faculty appointments and contracts are subject to board policy, rule, resolutions, orders, instruction and these bylaws.

Only the Board confers tenure and all rights associated with tenure expire with termination of employment. Tenure cannot be earned *de facto*, regardless of the number of years of service.

ARTICLE VIII. **CONSTRUCTION**

These bylaws shall be construed to be consistent with enactments of the General Assembly, including but not limited to Title 23.1 of the *Code of Virginia*, the Virginia Freedom of Information Act, the Virginia Public Procurement Act, and the State and Local Government Conflict of Interests Act. Nothing contained in the Bylaws should be interpreted to diminish or alter the common law or statutory powers of the Board.

ARTICLE IX. **AMENDMENTS**

These amended bylaws are hereby adopted and shall be effective this 7th day of February 2020. All former bylaws of the Board are hereby repealed. These bylaws may be changed by majority vote of the Board at any regular or special meeting of the Board.

ARTICLE X. **APPENDIX**

Virginia State University Board of Visitors' Statement of Governance

Virginia State University Board of Visitors' Code of Ethics

Virginia State University Board of Visitors' Freedom of Information Rights and Responsibilities

Board of Visitors Code of Ethics Virginia State University

Adopted, 6/14/2013

Integrity is one of the core values of Virginia State University. Thus, we are committed to lawful and ethical behavior in all of the university's activities. At Virginia State University, we insist that all members of the University community – our board members, employees, students, and volunteers – comply with all laws, regulations, policies and ethical norms applicable to them. More generally, we are to be honest, fair, and trustworthy ourselves and to take care that other members of the university community are also.

We, as members of the Virginia State University community, will:

1. Obey the laws, regulations, and policies applicable to our university activities.
2. Protect and preserve university resources and ensure their proper use.
3. Avoid both conflicts of interest and the appearance of such conflicts.
4. Safeguard confidential information.
5. Make procurement decisions impartially and objectively.
6. Maintain effective internal controls to safeguard the regularity and integrity of our activities.
7. Treat other people with dignity and respect, ensuring there is no discrimination or harassment at Virginia State University.
8. Report any illegal or unethical action that comes to our attention, so the university can investigate and take corrective steps.

This Code of Ethics was adopted by the Board of Visitors of Virginia State University on June 14, 2013.

Reaffirmed 4/21/17; 4/27/18; 4/26/19; 5/21/20

Statement of Governance

Virginia State University

The Board of Visitors (“BOV”) is the governing body for Virginia State University and is composed of fifteen members appointed by the Governor of the Commonwealth of Virginia and confirmed by the General Assembly. Members of the Board of Visitors serve for terms of four years each, and no member shall serve for more than two consecutive terms.

In executing its duties, the Board will be guided by the laws and policies of the Commonwealth of Virginia. It will strive to preserve the ideals and traditions of the institutions under its jurisdiction. The qualifications, terms, powers and duties of members of the Board are established by law (Va. Code §§ 23.1-1300 through 23.1-1310, and §§ 23.1-2700 through 23.1-2705). Members of the Board may be removed from office by the Governor as provided by law (Va. Code § 23.1-1300C).

From its membership the Board elects the following officers: a Rector of the Board, a Vice Rector of the Board and a Secretary of the Board. The Board appoints the President of Virginia State University and it appoints academic officers, faculties, and other employees essential to the effective operation of all the institutions under its control.

Annually, the Board shall appoint the President of the SGA to the position of a non-voting, advisory representative on the Board of Visitors. Annually, the Board, in consultation with the President, shall appoint a full-time faculty member to the position of a non-voting, advisory representative on the Board of Visitors. Each non-voting, advisory representative will sit with the Board of Visitors during the open sessions of those committee meetings and full meetings of the Board which deal with matters pertaining to Virginia State University.

There are three types of board meetings: the annual meeting, regular meetings and special meetings. The annual meeting is usually held in the spring. At this meeting, the Board elects its officers for the year beginning July 1 of that year. Ordinarily, there are three regular meetings in addition to the annual meeting. Dates of the meetings are established by the Board. Special meetings may be called by the Governor, Rector, or in his/her absence or disability, by the Vice Rector, or by any three visitors. Both standing committees and special committees must have at least three members. Committee members are appointed by the Rector.

Board meetings are usually on the campus of Virginia State University. Dates, times and locations of board meetings are announced publicly at least three days prior to each meeting. All meetings of the Board are open to the public as stipulated in the Virginia Freedom of Information Act (“FOIA”). The Board may go into closed session and exclude the public under certain conditions described in the FOIA.

There are five standing committees of the Board of Visitors: Executive Committee; Academic and Student Affairs Committee; Finance, Facilities and Audit Committee; Institutional Advancement Committee; and Personnel and Compensation Committee. The Chairs of the four standing committees, along with the Rector, the Vice Rector and the Secretary form the Board's Executive Committee. The Rector chairs the Board and the Executive Committee. The Executive Committee may exercise most of the powers of the full Board when the Board is in recess.

*Adopted 6/14/13; revised 4/11/14; 4/29/16; 11/18/16;
Reaffirmed 4/21/17; 4/27/18; 4/26/19; 5/21/20*

Virginia State University Board of Visitors The Virginia Freedom of Information Act Rights & Responsibilities

Adopted June 14, 2013

The Rights of Requesters and the Responsibilities of Virginia State University under the Virginia Freedom of Information Act:

The Virginia Freedom of Information Act (FOIA), § 2.2-3700 et seq. of the *Code of Virginia*, guarantees citizens of the Commonwealth and representatives of the media access to public records held by public bodies, public officials, and public employees.

A public record is any writing or recording - regardless of whether it is a paper record, an electronic file, an audio or video recording, or any other format - that is prepared or owned by, or in the possession of a public body or its officers, employees or agents in the transaction of public business. All public records are presumed to be open, and may only be withheld if a specific, statutory exemption applies.

The policy of FOIA states that the purpose of FOIA is to promote an increased awareness by all persons of governmental activities. In furthering this policy, FOIA requires that the law be interpreted liberally, in favor of access, and that any exemption allowing public records to be withheld must be interpreted narrowly.

Your FOIA Rights

- You have the right to request to inspect or receive copies of public records, or both.
- You have the right to request that any charges for the requested records be estimated in advance.
- If you believe that your FOIA rights have been violated, you may file a petition in district or circuit court to compel compliance with FOIA.

Making a Request for records from Virginia State University

- You may request records by mail, fax, or in person.
- From a practical perspective, it may be helpful to both you and the person receiving your request to put your request in writing. This allows you to create a record of your request. It also gives a clear statement of what records you are requesting, so that there is no misunderstanding over a verbal request.
- Your request must identify the records you are seeking with "reasonable specificity." This is a common-sense standard and it requires that you be specific enough so that we can identify and locate the records that you are seeking.

Reaffirmed by the Board 4.29.2016; 4.21.17; 4.27.18; 4.26.19; 5.21.20

- Your request must ask for existing records or documents. FOIA gives you a right to inspect or copy records; it does not apply to a situation where you are asking general questions about the work of Virginia State University nor does it require Virginia State University to create a record that does not exist.
- If we have questions about your request, please cooperate with staff's efforts to clarify the type of records that you are seeking, or to attempt to reach a reasonable agreement about a response to a large request. Making a FOIA request is not an adversarial process, but we may need to discuss your request with you to ensure that we understand what records you are seeking.

To request records from Virginia State University, you may direct your request to the VSU University Relations office, (804) 524-3085, or e-mail FOIA@vsu.edu.

Virginia State University's Responsibilities in Responding to Your Request

- Virginia State University must respond to your request within five working days of receiving it. "Day One" is considered the day after your request is received. The five-day period does not include weekends or holidays.
- The reason behind your request for public records from Virginia State University is irrelevant, and we cannot ask you why you want the records before we respond to your request. FOIA does, however, allow Virginia State University to ask you to provide your name and legal address.
- FOIA requires that Virginia State University make one of the following responses to your request within the five-day time period:
 1. We provide you with the records that you have requested in their entirety.
 2. We withhold all of the records that you have requested, because all of the records are subject to a specific statutory exemption. If all of the records are being withheld, we must send you a response in writing. That writing must identify the volume and subject matter of the records being withheld, and state the specific section of the Code of Virginia that allows us to withhold the records.
 3. We provide some of the records that you have requested, but withhold other records. We cannot withhold an entire record if only a portion of it is subject to an exemption. In that instance, we may redact the portion of the record that may be withheld, and must provide you with the remainder of the record. We must provide you with a written response stating the specific section of the Code of Virginia that allows portions of the requested records to be withheld.
 4. If it is practically impossible for Virginia State University to respond to your request within the five-day period, we must state this in writing, explaining the conditions that make the response impossible. This will allow us seven additional working days

Reaffirmed by the Board 4.29.2016; 4.21.17; 4.27.18; 4.26.19; 5.21.20

to respond to your request, giving us a total of 12 working days to respond to your request.

If you make a request for a very large number of records, and we feel that we cannot provide the records to you within 12 days without disrupting our other organizational responsibilities, we may petition the court for additional time to respond to your request. However, FOIA requires that we make a reasonable effort to reach an agreement with you concerning the production or the records before we go to court to ask for more time.

Costs

- You may have to pay for the records that you request from Virginia State University. FOIA allows us to charge for the actual costs of responding to FOIA requests. This would include items like staff time spent searching for the requested records, copying costs, or any other costs directly related to supplying the requested records. It cannot include general overhead costs.
- If we estimate that it will cost more than \$200 to respond to your request, we may require you to pay a deposit, not to exceed the amount of the estimate, before proceeding with your request. The five days that we have to respond to your request does not include the time between when we ask for a deposit and when you respond.
- You may request that we estimate in advance the charges for supplying the records that you have requested. This will allow you to know about any costs upfront, or give you the opportunity to modify your request in an attempt to lower the estimated costs.
- If you owe us money from a previous FOIA request that has remained unpaid for more than 30 days, Virginia State University may require payment of the past-due bill before it will respond to your new FOIA request.

Commonly Used Exemptions

The Code of Virginia allows any public body to withhold certain records from public disclosure. Virginia State University commonly withholds records subject to the following exemptions:

- Personnel records (§ 2.2-3705.1 (1) of the *Code of Virginia*)
- Records subject to attorney-client privilege (§ 2.2-3705 .1(2) of the *Code of Virginia*) or attorney work product (§ 2.2-3705.1(3) of the *Code of Virginia*)
- Tests or examinations used, administered or prepared for the purpose of evaluation of any student or any student's performance (§ 2.2-3705.1(4) of the *Code of Virginia*)
- Records recorded in or compiled for use in closed meetings of the Board of Visitors (§ 2.2-3705.1(5) of the *Code of Virginia*)
- Vendor proprietary information (§ 2.2-3705.1(6) of the *Code of Virginia*)
- Computer software developed for the University (§ 2.2-3705.1(7) of the *Code of Virginia*)

Reaffirmed by the Board 4.29.2016; 4.21.17; 4.27.18; 4.26.19; 5.21.20

- Records relating to the negotiation and award of a contract, prior to a contract being awarded (§ 2.2-3705.1(12) of the *Code of Virginia*)
- Information that described the design, function, operation or access control features of University security systems (§ 2.2-3705.2(3) of the *Code of Virginia*)
- Scholastic records containing information concerning identifiable individuals, except that such access shall not be denied to the person who is the subject of that information (§ 2.2-3705.4(1) of the *Code of Virginia*)
- Data, records or information of a proprietary nature produced or collected by or for faculty or staff of the University in the conduct of or as a result of study or research on scientific, technical or scholarly issues, where such data, records or information has not been publicly released, published, copyrighted or patented (§ 2.2-3705.4(4) of the *Code of Virginia*)
- Individual health records (§ 2.2-3705.5(1) of the *Code of Virginia*)
- Working papers of the President of the University (§ 2.2-3705.7(2) of the *Code of Virginia*)

Reaffirmed by the Board 4.29.2016; 4.21.17; 4.27.18; 4.26.19; 5.21.20

Reaffirmed by the Board 4.29.2016; 4.21.17; 4.27.18; 4.26.19; 5.21.20

**VIRGINIA STATE UNIVERSITY
BOARD OF VISITORS**

**RESOLUTION TO APPROVE NAMING OF THE VSU ACADEMIC COMMONS
IN HONOR OF ALFRED W. HARRIS
April 22, 2022**

WHEREAS, § 23.1-2705 of the *Code of Virginia* states that “[t]he board may take, hold, receive, and enjoy any gift, grant, devise, or bequest to the board 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, or if no purposes are so designated, for the general purposes of the board”;

WHEREAS, the Board of Visitors, may find it necessary to modify how gifts are solicited and recognized; according to Policy 4010 Governing the Acceptance, Recording and Naming of Gifts; and

WHEREAS, Alfred W. Harris was born in Fairfax County, Virginia, the son of Henry and Jemima Masingo Harris and attended public schools in Alexandria, Virginia. He studied law privately in the office of an African American lawyer, George W. Mitchell, and finally enrolled in the law department of Howard University, where he graduated in 1881. Alfred Harris later moved to Petersburg, Virginia, where he became involved in local politics and began his practice of law; and

WHEREAS, Alfred W. Harris was elected to the House of Delegates representing Dinwiddie County in 1881 and served in the House until 1888. Alfred W. Harris introduced the bill in 1882 that chartered the Virginia Normal and Collegiate Institute, now Virginia State University. The General Assembly of Virginia passed the law on March 6, 1882.

WHEREAS, Alfred W. Harris envisioned “a place where all our blacks, girls and boys, may go and drink from the fountain of knowledge until their ambition is satiated, and then step into the world prepared as good and upright citizens to meet its responsibilities, and battle for a place among men upon merits...”

WHEREAS, Alfred W. Harris served as the first secretary of the Board of Visitors for Virginia State University and was later Principal of the John A. Dix School in Dinwiddie; and

WHEREAS, the Board of Visitors, administration, faculty, staff, students, and alumni honor Alfred W. Harris for his significant contribution and sacrifices in the founding of Virginia State University; and

NOW, THEREFORE, BE IT RESOLVED THAT the Board of Visitors of Virginia State University confirms naming the new Academic Commons Building, the **Alfred W. Harris Academic Commons**.

Dr. Valerie K. Brown, Rector

Dr. Christine Darden, Secretary

Date

Date

**RESOLUTION OF THE
VIRGINIA STATE UNIVERSITY BOARD OF VISITORS**

USE OF GRANT DONATION FUNDS

WHEREAS, the Virginia State University Finance Office (the “Finance Office”) has undertaken a comprehensive review of all grant donation funds held by Virginia State University (the “University”) in an effort to locate and potentially reallocate non-utilized resources to support the mission of the University; and

WHEREAS, the Finance Office, as a component of this grant donation funds review, identified multiple inactive funds totaling \$507,153.78 as priority targets for further review (the “Funds”); and

WHEREAS, the Finance Office determined that the best use of these Funds would be for additional scholarship support for students within the colleges that were originally designated for the award; and

WHEREAS, if no awardee match is found within a specific college, the Finance Office determined that the Funds will be given to any University student in need who satisfies the scholarship’s non-college specific academic criteria; and

WHEREAS, the Finance Office came to this determination by reviewing current financial student need, by researching the origin and past use of the Funds, by documenting such efforts in a Memorandum on Conversion of Stagnant Grant Funds dated March 25, 2022, (the “Memorandum”), and by reviewing transactional details for each Fund; and

NOW, THEREFORE, BE IT RESOLVED, the Board finds that the Finance Office has satisfactorily completed its due diligence review of these select grant donation Funds; and

BE IT FURTHER RESOLVED, that the Board approves the use of the Funds, as outlined in the Memorandum and this Resolution, to support the University’s mission and students.

Valerie K. Brown, Rector

Christine M. Darden, Secretary

Date

Date

**VIRGINIA STATE UNIVERSITY
BOARD OF VISITORS**

**RESOLUTION AUTHORIZING THE OPERATING BUDGET FOR
FISCAL YEAR 2022-2023**

April 22, 2022

WHEREAS, the appropriations to Virginia State University (“VSU” or “University”), which authorize the state funding and spending authority for the University, including the Cooperative Extension and Agricultural Research Services budget, but not including local University or VSU Foundation funding, are limited to the amounts and conditions in the 2021 Reconvened Special Session I Virginia Acts of Assembly, Chapter 552; and

WHEREAS, the University has forecasted revenue collections from all sources for Fiscal Year 2022-2023, based on conservatively anticipated enrollment levels; and

NOW, THEREFORE, BE IT RESOLVED, the Board of Visitors approves the Operating Budget appearing on the attached Table I; and

BE IT FURTHER RESOLVED THAT, the Board of Visitors approves the Educational and General (E&G) Budget appearing on the attached Schedule I; and

BE IT FURTHER RESOLVED THAT, the Board of Visitors approves the budgeted amounts for the Auxiliary Enterprise programs as appearing on Schedules II through V; and

BE IT FURTHER RESOLVED THAT, the Board of Visitors approves expenditures in support of Sponsored Programs that have been properly awarded to the University and up to the amounts for which cash will be made available during the course of Fiscal Year 2022-2023 or as appearing on Schedule VI; and

BE IT FURTHER RESOLVED THAT, the Board of Visitors approves the budgeted amounts for the Coronavirus Aid, Relief, and Economic Security (CARES) Act appearing on the attached Schedule VII; and

BE IT FURTHER RESOLVED THAT, the Board of Visitors approves the budgeted amounts for Local Funds appearing on the attached Schedule VIII; and

BE IT FURTHER RESOLVED THAT, the Board of Visitors approves the budgeted amounts for the Student Financial Assistance programs appearing on the attached Schedule IX; and

BE IT FURTHER RESOLVED THAT, the Board of Visitors approves the budgeted amounts for the Cooperative Extension and Agricultural Research Services (“CEARS”) programs as appearing on Schedule X; and

BE IT FURTHER RESOLVED THAT, the Board of Visitors authorizes the President to allocate and cause to be expended tuition, room, board, comprehensive and other fees collected beyond base projections, up to the amount appropriated and adjustments required and allowed by

language in the Act, any additional General Fund Appropriation which may be incorporated in the University's final budget and to expend local funds available to the University should the need arise.

Valerie K. Brown, Rector

Christine M. Darden, Secretary

Date

Date

**VIRGINIA STATE UNIVERSITY BOARD OF VISITORS
RESOLUTION TO APPROVE UNFUNDED SCHOLARSHIPS
April 22, 2022**

WHEREAS, Virginia State University (“VSU” or “University”) utilizes unfunded scholarships to support students with financial need who might not otherwise be able to attend the University for financial reasons; and

WHEREAS, unfunded scholarships support VSU’s mission and its strategic plan by providing students *affordable access to an excellent education*, which is also an initiative of the Governor and the Commonwealth of Virginia; and

WHEREAS, pursuant to § 23.1-612 of *Code of Virginia*, unfunded scholarships are applied exclusively to the remission, in whole or in part, of tuition and mandatory fees; and

WHEREAS, an undergraduate Virginia student may receive an annual remission of an amount not to exceed the cost of tuition and mandatory fees. An undergraduate non-Virginia student may receive an annual remission not to exceed the amount of the out-of-state tuition differential required to be paid by the student for tuition and mandatory fees; and

WHEREAS, the governing board determines the number of unfunded scholarships annually awarded to undergraduate Virginia students and non-Virginia students, and the total value of all such scholarships annually awarded to undergraduate Virginia students shall not exceed the amount of the applicable sum of undergraduate tuition and mandatory fees multiplied by 20 percent of the enrollment of undergraduate Virginia students during the preceding academic year; and

WHEREAS, the total value of all such scholarships annually awarded to undergraduate non-Virginia students shall not exceed the amount of the applicable per capita out-of-state tuition differential paid by undergraduate non-Virginia students for tuition and mandatory fees multiplied by 20 percent of the enrollment of undergraduate non-Virginia students during the preceding academic year; and

WHEREAS, in April 2022, the University’s FY 2022-2023 approved budget includes a total allocation of \$2,203,387 for unfunded scholarships for Virginia students and non-Virginia students, respectively.

THEREFORE, BE IT RESOLVED, that the Board approves the University’s plan to award a maximum of 300 unfunded scholarships to Virginia students and a maximum of 200 unfunded scholarships to non-Virginia students in fiscal year 2022-2023 and that the total of these combined categories of unfunded scholarships shall not exceed \$2,203,387.

BE IT FURTHER RESOLVED, that the Board will review and determine the amount of unfunded scholarships annually during the development of its operating budget which typically occurs in April of each year.

Valerie K. Brown, Rector

Christine M. Darden, Secretary

Date

Date

**RESOLUTION OF THE
VIRGINIA STATE UNIVERSITY BOARD OF VISITORS
CREATION OF AN AUDIT & COMPLIANCE COMMITTEE**

WHEREAS, the Code of Virginia §23.1-1306 requires the Board of Visitors Executive Committee to establish committee structure to promote good and prudent governance;

WHEREAS, the internal audit function at the University provides vital assurance of the effectiveness of risk management, control and governance processes and generates recommendations that enhance the University's system of internal controls, the integrity of the University's financial accounting practices and the independence, performance and transparency of University operations; and

WHEREAS, the members of the Board of Visitors serve as public trustees, having the complete responsibility and authority, subject only to constitutional and statutory limitations, for the permanent operation and growth of the institution as a state land-grant university, and for the developing policies within which the University must function; and

WHEREAS, the Board may organize itself into distinct committees to perform its work focusing its time and attention on specific programmatic, operational or financial areas; and

WHEREAS, the Board deems it efficient and useful to form an Audit and Compliance Committee for matters and policies pertaining to oversight of enterprise risk management, adherence to the audit charter, reviewing audits conducted by Internal Audit and external bodies, and providing leadership on auditing concerns to the full Board. This committee is also responsible for oversight of University compliance with all federal and state laws, local ordinances and executive orders; and policies propagated by academic and athletic accrediting bodies, regulatory agencies, and the State Council of Higher Education for Virginia. This committee conducts an annual evaluation of the Chief Audit Executive, who reports directly to the Board of Visitors through this committee; and

WHEREAS, the Committee shall consist of at least three persons, including a Chair and Vice-Chair and shall have as its primary responsibilities representation of the Board in oversight of all of the University's financial reporting, accounting policies and internal controls promoting sound stewardship of public funds, specifically honed to assessment and mitigation strategies; and

WHEREAS, the Committee shall have as its unique obligations, including, but not limited to,

- Holding management responsible for the effective design and implementation of an internal control infrastructure over financial reporting, asset stewardship, regulatory compliance,
- Provision of open access to the Committee by internal and external auditors to discuss issues, concerns and scope of work,

- Discussion, development (in collaboration with the Chief Audit Executive) and approval of the annual internal audit plan, based on a comprehensive risk analysis and examination of the University’s auditable business units,
- Oversight of the progress of mitigation or remediation efforts in corrective action until satisfactory resolution,
- Report and provide recommendations to the full Board regarding progress and status of particular items of interest or attention,

WHEREAS, the Audit and Compliance Committee shall report in accordance with the By-Laws and function as all other supporting committees to the Board, operating under the charter and upon execution of full board resolution, be recognized as a newly created committee; and

WHEREAS, the Office of Compliance shall be responsible for providing staff support to the Committee; and

NOW, THEREFORE, BE IT RESOLVED, the Board of Visitors does authorize and approve the formation of the Audit and Compliance Committee as a standing committee of the board effective, April 22, 2022, and does adopt the charge of the committee as proposed once presented with resolution.

Valerie K. Brown, Rector

Christine M. Darden, Secretary

Date

Date

**VIRGINIA STATE UNIVERSITY BOARD OF VISITORS
2022-2023 MEETING SCHEDULE**

MEETING/EVENT	DATES, 2022-2023	LOCATION
New BOV Member Orientation, Board's Recognition Dinner, & Board Meeting/Annual Retreat	August 4-5, 2022 (Thursday-Friday)	Gateway Dining & Event Center
September BOV Meeting: Two Day Session - Consecutive Committee Meetings on Day 1; Board Meeting on Day 2	September 15-16, 2022 (Thursday-Friday)	Gateway Dining & Event Center
November BOV Meeting: Two Day Session - Consecutive Committee Meetings on Day 1, Board Meeting on Day 2	November 17-18, 2022 (Thursday-Friday)	Gateway Dining & Event Center
February BOV Meeting; Two Day Session - Consecutive Committee Meetings on Day 1, Board Meeting on Day 2	February 9-10, 2023 (Thursday-Friday)	Gateway Dining & Event Center
April Annual Meeting: Two Day Session Consecutive Committee Meetings on Day 1, Board Meeting on Day 2	April 20-21, 2023 (Thursday-Friday)	Gateway Dining & Event Center
4.12.22 (acr) Office of the President		



WELCOMES THE BOARD OF
VISITORS WITH TROJAN PRIDE!



WHAT WE HAVE BEEN UP TO:

- V2 Summit in Collaboration with Norfolk State University
- Mister & Miss VSU pageant
- SGA Scholarship
- Spring NASAP New Orleans
- VSU on the Hill

LEADING STUDENT CONCERNS

- Students need a cares act before the end of the semester
- 2 day TIP session
- Miss Advisement
- Graduation update
- Commencement speaker
- Last minute changes in regards to graduation
- Withdrawal period
 - Students weren't able to access their advisor
- Spring Fling was the week of the last day to withdraw
- Sexual assault awareness









OFFICE OF THE STUDENT BODY PRESIDENT STATEMENT REGARDING APRIL &
STUDENT GOVERNMENT ASSOCIATION ELECTIONS
FOR IMMEDIATE RELEASE

April 11, 2022
Dear Trojan Family,

Today, you will embark on a new journey by electing a new SGA President. As I approach the end of my term, I reflect on the years we spent together with joy at the forefront. Together, we safely went through a National pandemic, not knowing what the future would hold. While at times it was beyond hard to want to continue, we persevered and pushed through to return to school face to face and continued to strive to ensure that "Greater Happens Here" at Virginia State University.

To my Kultured Administration, both 1.0 and 2.0, thank you for being the best administration a President could ask for. We hit the ground running and persevered through obstacles to ensure that our students were at the forefront of every decision or incentive that we implemented. I would be remiss if I didn't give thanks to President Abdullah, Dr. Palm, and their wonderful team for their shared governance and for instilling greatness in me. They have supported the Kultured Administration in all ways to ensure that we could lead effectively and efficiently. The Student Government Association aims to lead, serve, and connect. We couldn't do any of those things without the administration, educators, staff, members of the community, and, most importantly, the students.

To the next President, you are joining a 49 year legacy of student leaders, and while it is an honor, at its core, it's a job, a difficult one. Lean on your team, listen to your constituents, and lead with service at the forefront. Let's keep the Kulture alive and continue to advocate and make Virginia State a better place than we found it.

Again thank you to my cabinet, those who supported the Kultured 2.0 Administration for bringing your creativity and passion to the table and challenging me in new ways. Remember Trojans your voice matters and continue to hold your student leaders accountable for advocating on your behalf.

This role has taught me nothing else; it is that the grass is greener where you water it. Whether it be running for class office or creating an organization, I charge you all to take hold of your college experience

When I arrived at VSU four years ago, I knew I wanted to be involved and impactful not only to the campus but also to the surrounding communities. My VSU story has been nothing short of incredible during my stay at the university. When I say that the people we've met, the relationships we've formed, and the recognition we've received have all launched us into the leaders we are today; I believe I speak for every member of my cabinet. Leadership is a service and a service for all.

I love my V, in front of my S, my S, in front of my U. I love my VSU. Thank you for giving me the opportunity to do so.

It has been my honor and privilege to serve as a 2xPresident - I hope I have served you well.

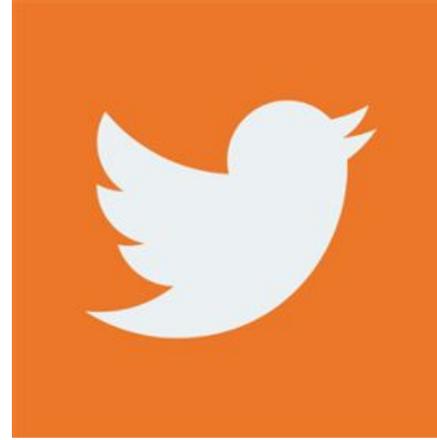
With Trojan Love,

A handwritten signature in black ink, appearing to read 'Kameron Gray', written in a cursive style.

Kameron Gray
Your Forever 48th SGA President



CONGRATULATIONS ARE IN
ORDER YANIA CAMPBELL
49TH STUDENT GOVERNMENT
ASSOCIATION PRESIDENT-ELECT



**SOCIAL MEDIA ASSETS
@VSUSGA**



**THANK YOU,
FROM THE ENTIRE KULTURED
ADMINISTRATION.**



OFFICE OF THE PRESIDENT
Board of Visitors
April 2022
Makola M. Abdullah, Ph.D.





U.S. President's Board of Advisors on HBCUs

White House Taps VSU President for Board Position

March 31, 2022

The White House has selected Virginia State University President, Dr. Makola M. Abdullah to serve on the U.S. President's Board of Advisors (PBA) on Historically Black Colleges and Universities (HBCUs). The Board is part of the White House Initiative on Advancing Educational Equity, Excellence, and Economic Opportunity through Historically Black Colleges and Universities.

The mission of the PBA is to strengthen the capacity of HBCUs to provide the highest-quality education, increase opportunities for these institutions to participate in and benefit from federal programs, and ensure that HBCUs can continue to be engines of opportunity.





Virginia State University & NASCAR





New Athletics Teams

- Fall 2022
 - Women's Soccer
 - Women's Lacrosse
 - Men's Lacrosse
- Fall 2023
 - Men's Soccer





Construction Updates

- **New Academic Commons Building**
- Rogers Stadium renovation
- Admissions Building





Construction Updates

- New Academic Commons Building
- **Rogers Stadium renovations**
- Admissions Building





Construction Updates

- New Academic Commons Building
- Rogers Stadium renovation
- **Admissions Building**



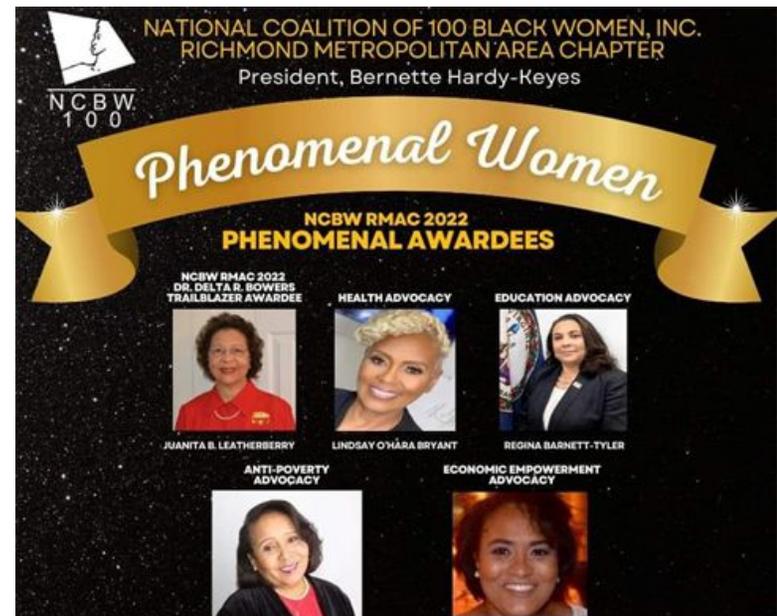


Greater Happens Here

Congratulations Dr. Ceslav Ciobanu



Congratulations Regina Barnett-Tyler





Greater Happens Here

Congratulations
Dr. A.C. Fowlkes



Diversity, Inclusion & Belonging Director

Congratulations
Blaise Davenport



Oxford Visiting Student Fall 2022



Greater Happens Here

Congratulations

- VSU Royal Court Elects
- Hill Leadership Institute Inductees
- New Student Government Association





OFFICE OF THE PRESIDENT
Board of Visitors
April 2022
PRESIDENT'S REPORT



Dr. C. Ciobanu remarks at the BOV meeting, April 22, 2022

Madam Chair, Ms. P. Currey
Madam Rector, Dr. B. Brown, and esteemed members of the Board of Visitors,
Mr. President, Dr. Abdullah,
Mr. Provost and Senior Vice-President, Dr. D. Palm,
Dear VSU colleagues and guests,

I would like to express my deep gratitude to the Board of Visitors, President M. Abdullah, Provost and Senior Vice-President, D. Palm, and to all my dear VSU colleagues for an opportunity to share with this distinguished Forum concerns, suggestions and proposals of the Faculty Senate that I was honored to represent for the last two challenging years. I wish to focus on some of the most important achievements, but also priorities for the next academic year. Ms. Pamela Currey yesterday in her remarks stressed: “Don’t be afraid to come with new ideas, innovations and programs”. This is exactly what our Faculty Senate leadership did during these two terms I served. I am proud to acknowledge that collegiality, open exchange of ideas, hard work and responsibility helped Dr. Leonard Githinji, the FS Vice-Chair, and me to successfully navigate through all hardships and challenges of this tumultuous time. With your permission I would like to refer to just a few of them.

First, we succeeded to focus our efforts to keep the university safe, following the rules and protocols established by Dr. R. Corley, head of the COVID-19 task force, and Chief D. Bragg and their brave teams. I believe we did even more than just confronting the virus. We converted this crisis into an opportunity to encourage new initiatives and innovative projects, benefitting from very important support of administration, and especially, Dr. Abdullah, Dr. Palm. We had a good example to follow, established by our university’s leaders and we are proud to acknowledge that The White House recently appointed Virginia State University President, Dr. Makola M. Abdullah, to serve on the U.S. President’s Board of Advisors (PBA) on Historically Black Colleges and Universities (HBCUs). It is not by accident that our new motto became “Greater Happens Here”, at VSU. We applauded yesterday reports by Drs. A. Brooks -Walter, K. Clemons, R. Barnett-Tyler, P. Davis that showed the power of transformation of the university. These achievements represent also the power of “shared governance “, of true partnership of the

Faculty Senate with Administration, University Council, Staff Senate and Student Government Association. Of course, it is too early to relax and “rest on laurels”. The Virus has new variants and subvariants, and it might take not too long to hit us again. We need to keep our eyes on the infections’ evolution, particularly on what’s happened in China, and be ready for new eventual challenges, being this time much better equipped and prepared.

Second, during the last two years we changed the modality of the Faculty Senate activity: from declarativity to concrete hard work to implement the priorities according to the VSU Strategic Plan. I served the FS, University Tenure and Promotion Committee for about a decade, and I can testify that we, Faculty Senate, examined and approved during these two years more new academic policies and programs, curriculum modifications, new courses, and other documents than during any other period. I would mention just few most recent of them: Resolution in Defense of Academic Freedom - an issue that come to our attention recently after the Texas Lt. Governor, Dan Patrick, declared his priority to end tenure for all new hired faculty and revoke it for those who teach critical race theory; University Tenure and Promotion Policy: there were a lot of discussions during last years of necessity to transfer this process to an online platform in order to improve and simplify it, and also to exclude any unauthorized interference – and finally this happened this year with very important support of Dr. Palm and Dr. K.Clemons. As one of our faculty mentioned “with Dr. Palm it is very easy to work because he is always listening to us and is trying to solve our problems and not to find excuses do not do it”. Among other important issues are mobilization of faculty to participate in Climate and Pay Equity Survey that finally was finalized in accordance with the BOV long overdue resolution. Now it is important to make the right conclusions and adjustments to this policy, and if necessary – to our Strategic Plan as well. A few other Faculty Senate Resolutions need to be mentioned: Department Chair Policy, Sabbatical Policy, Continuous Employment that the Faculty Senate approved and recommended to Provost to propose for the BOV vote. I am confident that there are no important issues, proposals, concerns or complains of our faculty that the FS left behind and that administration ignored.

Third, one of the most important achievements is transparency and openness of all our decisions and actions. We refocused the attention of faculty at our Senate meeting to new initiatives, programs, and projects that our distinguished faculty proposed; to mention just few of them: Dr.

M. Faison presentations of new faculty incentives to participate in research and grant writing; Dr. C. Jain new Faculty/Student partnership university – wide intervention for increased student retention, engagement and success; Dr. P. Perry-Rivers project for the Minority Small Business Launch Center and a new VSUENTREPRENEURSHIP.COM recently launched website. I would also emphasize important contribution of Dr. Gwen Dandridge, our communication guru, who is permanently the invitee for Faculty Senate, keeping us informed, particularly on Unrestricted Faculty Communication, on new Intranet portal and other effective means of communication. In this respect it is important to emphasize that our Blackboard FS page, diligently managed by the FS Secretary, Dr. Chantel Wilson, is always the most complete and operative tool where our faculty and Senate activities, resolutions are operatively posted and mediated. Now we are looking for next step: establishment of the Faculty Senate webpage, and administration, Dr. Palm and Dr. T. Minnis, promised to help on this.

Fourth, the key for our success resides in an efficient modality of cooperation of FS leadership with the Administration. Each Tuesday during the last two years, at 4:00 PM, Dr. L. Githinji and I have our “hour” of discussions with Dr. D. Palm. I am proud to mention that the most important faculty initiatives, concerns and proposals we are discussing at this very sincere and efficient meeting. It is an informal and very personal modality of communication that not too many universities adopted. There is no such concern or complain of our faculty that we left unaddressed, and person who made it – uninformed.

Last, but not least, and very personal. Dear BOV members, your meetings, your careful and detailed questions, suggestions, are for my colleagues and myself a model, an inspiration and confirmation that our voices are heard. Thank you for that. I want to personally thank Dr. M. Abdullah and Dr. D. Palm for their very important support for me and my family when Russia started the War on Ukraine, and my native country, Moldova, became the next target of Putin’s aggression. I was born in that country, my family and friends are there, and it is hard to live with feeling that they could become at any moment next victims of this unprovoked and unjustified war. “I hope your family is safe”, wrote Dr. M. Abdullah to me. I received a similar message from Dr. Palm. It touched me. I understood that I am not alone. I am part of this great VSU family.

Thank you. Please, accept my highest considerations.

