

**VIRGINIA STATE UNIVERSITY
BOARD OF VISITORS**

Report Name: 2022 Annual Executive Summary of Interim Activity

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

- Va. Code § 23.1-1300 (A) (members of governing boards, terms);
- Va. Code § 23.1-1301 (B) (10) (public access to information);
- Va. Code § 23.1-1303 (B) (1) (adopting bylaws);
- Va. Code § 23.1-1303 (B) (9) (BOV annual meeting with the president);
- Va. Code § 23.1-1306 (duties of the executive committee)

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

I. Current Members of the Board of Visitors

Requirement

§ 23.1-1300. Members of governing boards, removal, terms.

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

Name	Term	Expiration Date
Valerie K. Brown, Rector	2 nd	30-June-26
Glenn Sessoms, Vice Rector	2 nd	30-Jun-23
Christine M. Darden, Secretary	1 st	30-Jun-24
Victor Branch	1 st	30-June-26
Thomas Cosgrove	1 st	30-June-26
Pamela A. Currey	2 nd	30-Jun-24
Robert L. Denton, Jr.	1 st	30-June-26
Michael Flemming	2 nd	30-Jun-23
Shavonne Gordon	1 st	30-Jun-24
Harold Green, Jr.	1 st	30-June-26
Leonard Haynes, III	1 st	30-June-26
Jon D. Moore	1 st	30-Jun-25
William L. Murray	1 st	30-Jun-24
Edward Owens	1 st	30-Jun-25
Wayne Turnage	2 nd	30-Jun-23

II. Public Access to Information

Requirement

§ 23.1-1301(B) (10). Boards of visitors; public access to information.

Notwithstanding § 2.2-4342 and the Virginia Freedom of Information Act (§ 2.2-3700 *et seq.*), the governing board of each public institution of higher education or its designee may conduct closed meetings pursuant to § 2.2-3711 and § 2.2-3712 and conduct business as a “state public body” for purposes of subsection D of § 2.2-3708.2.

B. Current Practice and Compliance

The VSU Board of Visitors continues to comply with the Virginia Freedom of Information Act (FOIA) in conducting business as a state public body. Explanation of the compliance follows.

All Board of Visitors’ meetings, including meetings of its committees and subcommittees, were conducted in a public setting and in accordance with FOIA through the end of 2022 board meetings. (See page 3 for the complete list of meetings.)

Public notices of all Board of Visitors’ meetings were posted no later than three working days prior to said meeting and these notices indicated meeting times, purpose, and locations. Board of Visitors’ meeting notices can be found posted on the first and third floors of Virginia Hall on the University’s campus, on the University’s website under “Announcements” (www.vsu.edu/), on the Board of Visitors’ webpage (<http://www.vsu.edu/about/leadership/board-of-visitors/index.php>) and on the Commonwealth of Virginia’s Commonwealth Calendar (<https://commonwealthcalendar.virginia.gov/>).

All closed sessions of the VSU Board of Visitors were conducted in accordance with the provisions of the FOIA. The University Legal Counsel ensured that all required FOIA procedural steps were recognized and complied with prior to, during, and following closed sessions.

All electronic meeting participation of individual members of the Board was conducted in accordance with FOIA.

The Board considered a proposed increase of \$500 in the technology fee for 2022-2023; therefore, the Board held a public comment meeting on February 2, 2022. With the consent of the full Board, the Executive Committee met in March 2022 to vote on the proposed increase. The Executive Committee voted to approve an increase in the technology fees but there was no increase in the amount of tuition.

Three new board members--Thomas Cosgrove, Robert Denton, Jr., and Leonard Haynes, III, attended the State Council on Higher Education of Virginia (SCHEV) New Board Member Orientation, on October 18, 2022. All continuing Board members had satisfied the educational requirement for board members with more than two years of service on the governing board as of June 30, 2022.

VSU Schedule of 2022 Board Meetings

Date	Meetings	Meeting Type	In person or Electronic
2/2/2022	Public Comment Session	Special Meeting	In person
2/3/2022	Personnel, Compensation & Governance	Committee	In person
2/3/2022	Academic & Student Affairs	Committee	In person
2/3/2022	Facilities, Finance & Audit	Committee	In person
2/4/2022	Institutional Advancement	Committee	In person
2/4/2022	Full Board	Full Board	In person
3/18/2022	Executive Committee	Committee	In person
4/21/2022	Personnel, Comp & Governance	Committee	In person
4/21/2022	Academic & Student Affairs	Committee	In person
4/21/2022	Facilities, Finance & Audit	Committee	In person
4/22/2022	Institutional Advancement	Committee	In person
4/22/2022	Full Board	Full Board	In person
6/17/2022	Personnel, Comp & Governance	Committee	In person
6/17/2022	Executive Committee	Committee	In person
6/17/2022	Audit & Compliance	Committee	In person
8/4/2022	New Board Member Orientation Session I	Orientation	In person
8/4/2022	New Board Member Orientation Session II	Orientation	In person
8/5/2022	Full Board Meeting	Full Board	In person
9/15/2022	Personnel, Comp & Governance	Committee	In person
9/15/2022	Audit & Compliance	Committee	In person
9/15/2022	Institutional Advancement	Committee	In person
9/15/2022	Academic & Student Affairs	Committee	In person
9/16/2022	Facilities & Finance	Committee	In person
9/16/2022	Full Board	Full Board	In person
10/18/2022	SCHEV Board Orientation	Orientation	In person
11/17/2022	Academic & Student Affairs	Committee	In person
11/17/2022	Institutional Advancement	Committee	In person
11/18/2022	Facilities & Finance	Committee	In person
11/18/2022	Full Board	Full Board	In person

III. Adoption of Bylaws

Requirement

§ 23.1-1303(B) (1). Boards of visitors; bylaws.

The governing board of each public institution of higher education shall adopt bylaws for its own governance. This document shall be posted conspicuously on the board's website **and shall include provisions that:**

1. Establish the requirement of transparency, to the extent required by law, in all board actions; Describe the board's obligations under the Virginia Freedom of Information Act (§ 2.2-3700 *et seq.*), as set forth in § 23.1-1303(B)(10) including the requirements that:
 - a. The board record minutes of each open meeting and post the minutes on the board's website, in accordance with subsection H of § 2.2-3707 and § 2.2-3707.1;
 - b. Discussions and actions on any topic not specifically exempted by § 2.2-3711 be held in an open meeting;
 - c. The board give public notice of all meetings, in accordance with subsection C of § 2.2-3707; and
 - d. Any action taken in a closed meeting be approved in an open meeting before it can have any force or effect, in accordance with subsection B of § 2.2-3711.
2. Require that the board invite the Attorney General's appointee or representative to all meetings of the board, executive committee, and board committees.

B. Current Practice and Compliance

The VSU Board of Visitors continues to comply with the Virginia Adoption of Bylaws Code Section. Explanation of the compliance follows.

The Board's last and most recent updates to the Bylaws were as of 5/21/2020. The Bylaws require transparency, to the extent required by law, in all board discussions and actions. The Bylaws reflect the Board's obligations under FOIA which include giving public notice of all meetings, to record and post minutes on the Board's website, and to discuss actions in open meeting unless they are specifically exempted by § 2.2-3711. Any action taken in a closed meeting does not become official unless the Board reconvenes in open meeting and takes a vote of the membership on the action.

The Board notifies and invites the Attorney General's appointee or representative to all meetings of the board, executive committee, and board committees.

IV. Annual Meeting with the President of the Institution

Requirement

§ 23.1-1303(B) (9). Boards of visitors; annual meeting with the president of the institution.

In addition to all meetings prescribed in Chapters 14 (§ 23.1-1400 *et seq.*) through 29 (§ 23.1-2900 *et seq.*), the board of visitors of each public institution of higher education shall meet with the chief executive of the institution at least once annually, in a closed meeting pursuant to subdivision A 1 of § 2.2-3711, and deliver an evaluation of the chief executive officer's performance. Any change to the chief executive officer's employment contract during any such meeting or any other meeting of the board shall be made only by a vote of the majority of the board's members.

B. Current Practice and Compliance

The VSU Board of Visitors continues to comply with the requirement of holding an annual meeting with the chief executive officer of the institution—the University President. Explanation of the compliance follows.

On February 1, 2016, Dr. Makola M. Abdullah joined Virginia State University as its 14th president.

- Since March 2017, the Board has conducted annual evaluations of the president and delivered evaluation results in a closed session at its annual meeting (April).
- In March 2022, the Board conducted its annual evaluation of President Makola M. Abdullah for the period February 1, 2021– January 31, 2022. The Board met with the President and delivered its evaluation results in a closed session at its April 22, 2022 meeting. Subsequently, the Board approved the President's compensation package and authorized the Rector to execute documents or any contractual amendments according to the compensation package.

V. Duties of the Executive Committee

Requirement

§ 23.1-1306. Boards of visitors; executive committee.

The executive committee of the governing board of each public institution of higher education shall (i) organize the working processes of the board and (ii) recommend best practices for board governance.

The committee shall:

1. Develop and recommend to the board a statement of governance setting out the board's role;

2. Periodically review the board's bylaws and recommend amendments;
3. Provide advice to the board on committee structure, appointments, and meetings;
4. Develop an orientation and continuing education process for visitors that includes training on the Virginia Freedom of Information Act (§ 2.2-3700 *et seq.*);
5. Create, monitor, oversee, and review compliance with a code of ethics for visitors; and
6. Develop a set of qualifications and competencies for membership on the board for approval by the board and recommendation to the Governor.

B. Current Practice and Compliance

The VSU Board of Visitors continues to comply with the *Code of Virginia* provisions governing the duties of the Executive Committee. Explanation of the compliance follows.

The Executive Committee led the annual review of the board's documents (Bylaws, Code of Ethics, Statement of Governance, and the FOIA Rights and Responsibilities) and presented the Board's 2022-2023 meeting schedule at its April 2022 meeting.

On August 4-5, 2022 the Rector and members of the Executive Committee hosted a New Board Member Orientation Session, which was open to all current VSU board members. The session included information and materials on the Board's fiduciary duties, working processes, board governance, the Virginia FOIA, and specific VSU information (mission and history, goals, demographics, budget, academic and administration divisions, etc.). The University Legal Counsel also provided information on FOIA and on the legal duties and obligations of the Board to board members.

The VSU Board of Visitors developed and approved a Board Recruitment Matrix to compile a list of the skills-set and competencies for membership on the board.

Summary of Board Activities for 2022:

- Established a scholarship in memory of board member Mr. James (Jay) Stegmaier to honor his service to the VSU Board of Visitors from 2016-2022 (February 2022). Four VSU students were selected as recipients of the Jay Stegmaier Scholarship for the 2022-2023 academic year.
- Passed a Resolution of Exemplary Service (presented posthumously) to Mr. Jay Stegmaier in recognition of his service to the VSU Board of Visitors (February 2022)
- Approved Resolution authorizing Tuition and Fees for 2022-2023 which included a \$500 increase in the technology fee (March 2022)
- Approved Resolution authorizing Operating Budget for 2022-2023 (April 2022)
- Approved Resolution for unfunded scholarships for 2022-2023 (April 2022)

- Approved establishment of a new standing committee--The Audit & Compliance Committee (April 2022)
- Approved nominees for honorary degrees: Dr. Keith T. Miller, Dr. Alma Adams, Mr. Huron F. Winstead (April 2022)
- Approved candidates for faculty promotion & tenure, professor emeritus (April 2022) listed below:

Professor Emeritus and Distinguished Professor

Dr. Cheryl Adeyemi, Mathematics & Economics

Dr. Maxwell Eseonu, Mathematics and Economics

Promotion and Tenure Candidates by Department

Agriculture Research Station

Eunice Ndegwa, Tenure and Promotion to Associate Professor

Toktan Taghavi, Tenure and Promotion to Associate Professor

Teaching and Learning Department

Trina Spencer, Promotion to Full Professor

Shandra Claiborne-Payton, Tenure and Promotion to Associate Professor

Ayana Conway, Tenure and Promotion to Associate Professor

Education Leadership

Michael McIntosh, Tenure and Promotion to Associate Professor

Languages and Literature

Pamela Reed, Promotion to Full Professor

Merry Byrd, Promotion to Full Professor

Deanna Mihaly, Tenure and Promotion to Associate Professor

Jemayne King, Tenure and Promotion to Associate Professor

Political Science & Public Administration

Charletta Barringer-Brown, Promotion to Full Professor

Sociology and Criminal Justice

Ifeoma Okoye, Tenure and Promotion to Associate Professor

Mathematics and Economics

Mulugeta Kahsai, Tenure

Applied Engineering

Heng Li, Tenure

- Acknowledged the Alumna of the Year, Holly Conrad-Jackson, who was selected by the VSU National Alumni Association

- Approved Resolutions of Exemplary Service for retiring/outgoing Board members as of June 30, 2022 (August 2022): Dr. Charlie Hill, Ms. Thursa Crittenden, Mr. Xavier Richardson, Mr. Raul Herrera
- Approved the VSU Six-Year Plan for Academic Affairs (September 2022)
- Approved Nominees for honorary degree: Kay Cole James, Secretary of the Commonwealth (November 2022)
- Approved Resolution authorizing establishment of the VSU Asset Holding Corporation (November 2022)
- Approved Resolution authorizing the Virginia College Building Authority Financing Authorization (November 2022)
- Approved Resolution authorizing establishment of the VSU Economic Development Corporation (November 2022)

Date submitted: January 5, 2023