

**VIRGINIA STATE UNIVERSITY
BOARD OF VISITORS
Report Name: 2023 Annual Executive Summary of Interim Activity
December 5, 2023**

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

- Va. Code § 23.1-1300 (A) (members of governing boards, terms);
- Va. Code § 23.1-1301 (B)(10) (governing boards; powers);
- Va. Code § 23.1-1303 (B)(1) (adopting bylaws);
- Va. Code § 23.1-1303 (B)(9) (BOV annual meeting with the president);
- Va. Code § 23.1-1304 (governing boards; additional duties; educational programs);
- Va. Code § 23.1-1306 (duties of the executive committee)

Questions regarding the Executive Summary can be addressed to Dr. Annie C. Redd, Chief of Staff/ Liaison to the Board of Visitors, at aredd@vsu.edu.

I. Current Members of the Board of Visitors

Requirement

§ 23.1-1300. Members of governing boards, removal, 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 |
| Shavonne D. Gordon, Vice Rector | 1 st | 30-June-24 |
| Pamela A. Currey, Secretary | 2 nd | 30-June-24 |
| Victor Branch | 1 st | 30-June-26 |
| Thomas Cosgrove | 1 st | 30-June-26 |
| Dr. Joseph A. F. Chase, Jr. | 1 st | 30-June-27 |
| Robert L. Denton, Jr. | 1 st | 30-June-26 |
| Harold Green, Jr. | 1 st | 30-June-26 |
| Leonard Haynes, III | 1 st | 30-June-26 |
| Jon D. Moore | 1 st | 30-June-25 |
| Daphne L. Meeks | 1 st | 30-June-27 |
| William L. Murray | 1 st | 30-June-24 |
| Edward Owens | 1 st | 30-June-25 |
| Kishore L. Thota | 1 st | 30-June-27 |
| Dennis L. Via | 1 st | 30-June-24 |

II. Governing boards; powers

A. Requirement

§ 23.1-1301(B) (10). Boards of visitors; governing boards; powers.

Notwithstanding § 2.2-4342 and the Virginia Freedom of Information Act (§ 2.2-3700 *et seq.*), the governing board of each public institution of higher education or its designee may conduct closed meetings pursuant to § 2.2-3711 and § 2.2-3712 and conduct business through electronic communication means pursuant to § 2.2-3708.3.

B. Current Practice and Compliance

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

All Board of Visitors' meetings, including meetings of its committees and subcommittees, were conducted in a public setting and in accordance with FOIA through the end of 2023 board meetings. (See page 3 for the complete list of meetings.)

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

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

All electronic meeting participation of individual members of the Board was conducted in accordance with FOIA and § 2.2-3708.3.

VSU Schedule of 2023 Board Meetings

| Date | Meetings | Meeting Type | In person or Electronic |
|-------------|---|---------------------|--------------------------------|
| 1/20/2023 | Audit & Compliance Committee | Committee | In person |
| 2/9/2023 | Personnel, Compensation & Governance Committee | Committee | In person |
| 2/9/2023 | Institutional Advancement Committee | Committee | In person |
| 2/9/2023 | Audit & Compliance Committee | Committee | In person |
| 2/9/2023 | Academic & Student Affairs Committee | Committee | In person |
| 2/10/2023 | Full Board Meeting | Full Board | In person |
| 2/10/2023 | Facilities & Finance Committee | Committee | In person |
| 2/10/2023 | Public Comment Period | Special Meeting | In person |
| 3/23/2023 | Executive Committee Meeting | Committee | In person |
| 4/20/2023 | Academic & Student Affairs Committee | Committee | In person |
| 4/20/2023 | Institutional Advancement Committee | Committee | In person |
| 4/20/2023 | Audit & Compliance Committee | Full Board | In person |
| 4/21/2023 | Full Board Meeting | Committee | In person |
| 4/21/2023 | Personnel, Compensation & Governance Committee | Committee | In person |
| 4/21/2023 | Facilities & Finance Committee | Committee | In person |
| 8/4-5/2023 | New Board Member Orientation and Annual Retreat | Orientation | In person |
| 9/14/2023 | Executive Committee Meeting | Committee | In person |
| 9/14/2023 | Academic & Student Affairs Committee | Committee | In person |
| 9/14/2023 | Institutional Advancement Committee | Committee | In person |
| 9/14/2023 | Audit & Compliance Committee | Committee | In person |
| 9/14/2023 | Facilities & Finance Committee | Committee | In person |
| 9/15/2023 | Full Board | Full Board | In person |
| 11/16/2023 | Academic & Student Affairs Committee | Committee | In person |
| 11/16/2023 | Institutional Advancement Committee | Committee | In person |
| 11/16/2023 | Audit & Compliance Committee | Committee | In person |
| 11/16/2023 | Facilities & Finance Committee | Committee | In person |
| 11/16/2023 | Personnel, Compensation & Governance Committee | Committee | In person |
| 11/17/2023 | Special Joint Meeting: Academic & Student Affairs and the Facilities & Finance Committees | Committee | In person |
| 11/17/2023 | Full Board Meeting | Full Board | In person |
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III. Adoption of Bylaws

Requirement

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

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

1. Establish the requirement of transparency, to the extent required by law, in all board actions; Describe the board's obligations under the Virginia Freedom of Information Act (§ 2.2-3700 *et seq.*), as set forth in subdivision B 10 § 23.1-1301 including the requirements that:
 - a. The board 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 11/17/2022. The Bylaws require transparency, to the extent required by law, in all board discussions and actions. The Bylaws reflect the Board's obligations under FOIA which include giving public notice of all meetings, to record and post minutes on the Board's website, and to discuss actions in open 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 2023, the Board conducted its annual evaluation of President Makola M. Abdullah for the period February 1, 2022– January 31, 2023. The Board met with the President and delivered its evaluation results in a closed session at its April 21, 2023 meeting. Subsequently, the Board approved the President's compensation package and authorized the Rector to execute documents or any contractual amendments according to the compensation package.

V. Educational Programs

A. Requirement

§ 23.1-1304. Governing boards; additional duties; educational programs.

A. From such funds as are appropriated for such purpose, the Council shall develop, in consultation with public institutions of higher education and members of their governing boards, and annually deliver educational programs for the governing boards of such institutions. New members of such governing boards shall participate, at least once during their first two years of membership, in the programs, which shall be designed to address the role, duties, and responsibilities of the governing boards and may include in-service programs on current issues in higher education. In developing such programs, the Council may consider similar educational

programs for institutional governing boards in other states. In addition, the Council shall develop educational materials for board members with more than two years of service on the governing board. Each such board member shall participate in further training on board governance at least once every two years, and the Council shall develop criteria by which such board members shall demonstrate compliance with this requirement.

B. Current Practice and Compliance

As of June 30, 2023, continuing Board members with more than two years of service on the governing board had satisfied the educational requirement.

All three new board members appointed to the Board as of July 1, 2023 attended the State Council on Higher Education of Virginia (SCHEV) New Board Member Orientation, on November 14, 2023.

VI. Duties of the Executive Committee

A. Requirement

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

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

The committee shall:

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

B. Current Practice and Compliance

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

The Board conducted its annual review of the board's documents (Bylaws, Code of Ethics, Statement of Governance, and the FOIA Rights and Responsibilities) and reviewed the proposed 2023-2024 Board meeting schedule at its April 2023 meeting.

On August 3-4, 2023 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.). Special guests attended to lead conversations on current enrollment trends in Virginia universities and an overview of student success and outcomes.

The University Legal Counsel provided training on FOIA and on the legal duties and obligations of the Board to board members.

In 2021, the VSU Board of Visitors developed and approved a Board Recruitment Matrix, which is a compilation of the skills-set and competencies of current board members.

Summary of Board Activities for 2023:

- Approved revised Board Bylaws dated 11/21/2022 (February 2023)
- Approved proposed increase in mandatory student fees for 2023-2024 (March 2023)
- Elected 2023-2025 Board officers and appointed committee chairs (April 2023)

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|---------------------|-------------------------------------|
| Valerie K. Brown | Rector |
| Shavonne D. Gordon | Vice Rector |
| Pamela A. Currey | Secretary |
| Harold Green, Jr. | Liaison to VSU Foundations |
| Leonard Haynes, III | Chair, Academic & Student Affairs |
| Jon D. Moore | Chair, Audit & Compliance |
| Victor Branch | Chair, Personnel, Comp & Governance |
| William L. Murray | Chair, Facilities & Finance |
| Edward Owens | Chair, Institutional Advancement |

- Approved Smithfield Future Leaders Program (April 2023)
- Approved Naming the Department of Hospitality Management in honor of Fred and Ruby Thompson (April 2023)
- Acknowledge the National Alumni Association's Alumni of the Year, Dr. Valerie Abbot Jones (April 2023)
- Approved the Operating Budget for 2023-2024 (April 2023)
- Approved Unfunded Scholarships for 2023-2024 (April 2023)
- Approved Honorary Doctorate Degree for General Charles R. Hamilton, US Army (April 2023)
- Approved several candidates for promotion/tenure and faculty/professor emeritus (April 2023)

- Approved undergraduate, graduate degrees, and graduate certificate program (April 2023)
 - Bachelor's degree in Mechanical Engineering
 - Master's Degree in Data Analytics Engineering
 - Master of Business Administration Degree, and the
 - Graduate Certificate in Educational Administration and Supervision
- Approved and presented Resolutions for Exemplary Service to retiring board members-- Michael Flemming, Glenn Sessoms, and Wayne Turnage (September 2023); and to Dr. Christine M. Darden (November 2023)
- Approved 2023-2024 Internal Audit Plan and Audit Charter (September 2023)
- Approved Resolution authorizing the VSU Six-Year Strategic Plan, FY 2024-2029 (November 2023)

Date submitted: December 5, 2023