

**VIRGINIA STATE UNIVERSITY  
BOARD OF VISITORS  
Petersburg, Virginia 23806**

**MINUTES  
Thursday, January 15, 2009**

**CALL TO ORDER**

Mr. Earnest J. Edwards, Rector, called the meeting of the Virginia State University Board of Visitors ("Board") to order in the Board Room in Virginia Hall at 1:05 p.m.

**ROLL CALL**

A quorum was present.

*Board Members Present:*

Mr. Earnest J. Edwards, Rector  
Dr. Albert W. Thweatt, Vice Rector  
Ms. Katherine Elam Busser, Secretary (*arrived 1:15 p.m.*)  
Mr. Jerry B. Bias  
Brigadier General (RET) Alfred J. Cade (*absent*)  
Ms. Erika T. Davis  
Mr. Felix Davis, Jr.  
Dr. Mary Hatwood Futrell  
Mr. Christopher H. Holden  
Mr. Richard D. Legon (*absent*)  
Ms. Maureen D. Massey  
Mr. E. Ray Murphy  
Ms. Daphne M. Reid  
Mr. James H. Starkey  
Mr. Spencer L. Timm  
Dr. Deborah Goodwyn, Faculty Member Representative  
Ms. Bianca Brodie, SGA Representative

*Administration Present:*

Dr. Eddie N. Moore, Jr., President  
Dr. W. Weldon Hill, Interim Vice President for Academic Affairs  
Dr. Michael M. Shackelford, Vice President for Student Affairs  
Dr. Robert L. Turner, Jr., Vice President for Development  
Mr. David J. Meadows, Vice President for Administration and Finance  
Mr. Cortez K. Dial, Chief of Staff  
Dr. Elliott L. Wheelan, Jr., Associate Vice President for Compliance  
Ms. Mona Adkins-Easley, Associate Vice President for Human Resources

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Ms. Joanne Curtis Taylor, Chief Audit Executive  
Ms. Stephanie W. Hayes, Financial Policy Advisor to the President  
Ms. Gwen Williams Dandridge, Administrative Policy Advisor to the President

*Legal Counsel Present:*

Mr. Roscoe C. Roberts, University Counsel  
Ms. Bonnie N. Degen, Legal Assistant, University Counsel  
Ms. Christy G. Brown, Paralegal, University Counsel

*Other Attendees:*

Mr. Mark Daniels, Diligent Board Books

**PRESENTATIONS**

Dr. Eddie N. Moore, Jr., Presidential Statement  
Mr. Mark Daniels, Diligent Board Books

**OPENING REMARKS**

Mr. Earnest J. Edwards, Rector, expressed his sincere appreciation to the Board members for their active participation in the Board meetings, and asked all present to pause for a moment of reverent silence.

**PRESIDENT'S STATEMENT**

President Moore discussed budget cuts and the difficulties that the University faces as a result of approximately the 3.8 million dollar proposed reduction in State funding. He suggested that Board members contact their elected members of the General Assembly and voice their concerns regarding current and potential losses at Virginia State University. He anticipates an increase in enrollment.

University updates: 1) General Assembly is now in session; 2) the development and implementation of the Moore Minutes posted on the University's webpage; 3) coverage of Virginia State University in the Richmond Magazine "South of the James"; 4) Richmond Times Dispatch editorial; and 5) an anticipated article on the Low Income Families and Talented Students (LIFTS) Scholarship Program.

Upcoming University events: Freedom Classic Festival, Virginia State Trojans v. Virginia Union University (January 18, 2009); 18<sup>th</sup> Annual Black History Month Concert (February 6, 2009); Central Intercollegiate Athletic Association (CIAA) Tournament (February 22–28, 2009); Founder's Day (March 6, 2009).

Discussions regarding the budget reduction ensued.

**Diligent Boardbooks Presentation**

Mark Daniels of Diligent Boardbooks provided a brief presentation/training on the Board's electronic Boardbook resource.

The Rector adjourned the meeting of the full Board at 2:30 p.m. so that Board committees could meet as scheduled.

**Friday, January 16, 2009**

**CALL TO ORDER**

Mr. Earnest J. Edwards, Rector, called the meeting of the Virginia State University Board of Visitors ("Board") to order in the Board Room in Virginia Hall at 8:07 a.m. Committee meetings were held on Thursday afternoon and the Board's Committee Chair reports from those meetings are included in these minutes.

**ROLL CALL**

A quorum was present.

*Board Members Present:*

Mr. Earnest J. Edwards, Rector  
Dr. Albert W. Thweatt, Vice Rector (*absent*)  
Ms. Katherine Elam Busser, Secretary  
Mr. Jerry B. Bias  
Brigadier General (RET) Alfred J. Cade (*absent*)  
Ms. Erika T. Davis  
Mr. Felix Davis, Jr.  
Dr. Mary Hatwood Futrell  
Mr. Christopher H. Holden (*arrived 8:33 a.m.*)  
Mr. Richard D. Legon (*absent*)  
Ms. Maureen D. Massey  
Mr. E. Ray Murphy  
Ms. Daphne M. Reid  
Mr. James H. Starkey  
Mr. Spencer L. Timm

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Dr. Deborah Goodwyn, Faculty Member Representative  
Ms. Bianca Brodie, SGA Representative (*arrived 8:14 a.m.*)

*Administration Present:*

Dr. Eddie N. Moore, Jr., President  
Dr. W. Weldon Hill, Interim Vice President for Academic Affairs  
Dr. Michael M. Shackelford, Vice President for Student Affairs  
Dr. Robert L. Turner, Jr., Vice President for Development  
Mr. David J. Meadows, Vice President for Administration and Finance  
Mr. Cortez K. Dial, Chief of Staff  
Dr. Elliott L. Wheelan, Associate Vice President for Compliance  
Ms. Mona Adkins-Easley, Associate Vice President for Human Resources  
Ms. Joanne Curtis Taylor, Chief Audit Executive  
Ms. Stephanie W. Hayes, Financial Policy Advisor to the President  
Ms. Gwen Williams Dandridge, Administrative Policy Advisor to the President

*Legal Counsel Present:*

Mr. Roscoe C. Roberts, University Counsel  
Ms. Bonnie N. Degen, Legal Assistant, University Counsel  
Ms. Christy G. Brown, Paralegal, University Counsel

*Other Attendees:*

Mr. Joseph H. Stepp, Project Manager, Auditor of Public Accounts

**PRESENTATIONS**

Dr. Eddie N. Moore, Jr., Presidential Statement  
Mr. Joseph H. Stepp, Project Manager, Auditor of Public Accounts

**OPENING REMARKS**

Mr. Earnest J. Edwards, Rector, asked all present to pause for a moment of reverent silence.

**APPROVAL OF MINUTES**

Mr. Edwards asked for approval of the minutes of the Board's meeting held November 13-14, 2008 and the Special Board meeting held December 12, 2008. A motion for their approval was made by Dr. Futrell, seconded by Mr. Murphy, and the minutes were approved by voice vote.

### **PRESIDENT'S STATEMENT**

President Moore expressed his sincere appreciation to the Board for the Board's service to the University.

Mr. Timm asked that Board members be afforded more opportunities to relate to and interact with students on campus.

### **AUDITOR OF PUBLIC ACCOUNTS PRESENTATION**

Mr. Joe Stepp, Project Manager, Auditor of Public Accounts, provided a general overview of the University's upcoming audit to include: changes in the audit process; introduction of the audit team; audit issues; fraud risks; and the audit timeline. The Auditor expects to provide the Board with the results of the audit during the April 2009 Board meeting; discussion ensued.

### **COMMITTEE REPORTS**

#### **Academic and Student Affairs**

Dr. Mary Hatwood Futrell, Chair of the **Academic and Student Affairs Committee**, reported on the University's Art and Design Program and its accreditation by the National Association of Schools of Art and Design (NASAD). The University also received accreditation by the Southern Association of Schools and Colleges (SACS). The accreditation commission for the Hospitality Administration Program will conduct its on-site visit in the spring after which the Committee will report to the Board.

The Academic Support Center is currently undergoing remodeling and expansion, and further details will be provided during the April 2009 Board meeting.

The Faculty Emeritus policy is incomplete as it is with the Faculty Senate for review. The Committee anticipates that the complete policy will be presented to the Board in the April 2009 Board meeting.

On behalf of the Committee, Dr. Futrell presented and moved for approval the Protocol for Student Administrative Withdrawals for Medical, Emotional or Psychological Emergencies Policy; the motion carried by voice vote.

On behalf of the Committee, Dr. Futrell presented and moved for approval the Resolution titled Implementation of Policies Addressing the Needs of Potentially Suicidal Students; the motion carried by voice vote.

Dr. Deborah Goodwyn, Faculty Representative to the Board of Visitors, discussed the faculty's concerns regarding the budget and the perceived impact of budget reductions on classroom instruction.

Ms. Bianca Brodie, Student Government Association "SGA" President and Representative to the Board of Visitors, stated that SGA elections will take place in April 2009.

The Admissions, Recruitment and Enrollment Task Force recommended the creation of a Strategic Development and Management Plan which it intends to provide to the Board in the April 2009 Board meeting. The plan will include enrollment projections.

#### **Resource and Governance Committee**

Ms. Erika T. Davis, Chair of the **Resource and Governance Committee**, stated that the Committee reviewed the two severance packages that are available for University's use: 1) the plan for Virginia Retirement System (VRS) participants; and 2) the plan for non-VRS participants.

Ms. Davis discussed the need for a formalized process when evaluating the University President and recommending salary adjustments, and the Committee's efforts in finalizing a formal process.

#### **Facilities, Finance, and Audit Committee**

Ms. Katherine Busser, Chair of the **Facilities, Finance and Audit Committee**, reported that the three primary issues regarding the certificate of occupancy for the Gateway dormitory had been resolved and the temporary occupancy certificate issued by the State Fire Marshall had been extended. Punchlist items remain outstanding.

The Committee requested that the President and Vice President of Administration and Finance provide to the Board various options and scenarios for operating the University under the State mandated budget cuts to include: reduction in expenses; potential revenue options, to include tuition and other suggestions; and a set of options that anticipate additional mandated cuts which shall be delivered to the Board no later than January 30, 2009. Discussion ensued.

Ms. Busser discussed the Federal Trade Commission's (FTC) Red Flag Identity Theft regulation that requires the University to adopt and be in compliance with the FTC's requirements by May 1, 2009. The University currently has controls in place. A review of those controls is necessary to ensure that they comply with the FTC's mandate.

Ms. Busser presented and moved for approval, the resolution Authorizing the Six-Year Capital Plan for 2010-2016. The motion was seconded by Dr. Futrell, and carried by voice vote.

Ms. Busser presented and moved for approval, the resolution Authorizing the President to Sign the Letter for the Secretary of Finance related to Higher Education Restructuring. The motion was seconded by Mr. Murphy, and carried by voice vote.

### **Development Committee**

Mr. James H. Starkey, Chair of the **Development Committee**, discussed the Capital Campaign. Glenn Sessum, Executive Vice President of FedEx, has agreed to Chair the campaign.

Mr. Starkey highlighted the major gifts and endowment performance. Between June 30, 2008 and September 30, 2008, the University experienced an endowment decrease of approximately 1 million dollars due to the market's decline. The endowment as of December 31, 2008 stood at 14.5 million dollars. Discussion ensued.

On behalf of the Committee, Mr. Starkey presented and moved for approval the resolution confirming the Acceptance of the Millard D. "Pete" Stith, Jr., Endowed Scholarship Fund. The motion carried by voice vote.

On behalf of the Committee, Mr. Starkey presented and moved for approval the resolution confirming the Acceptance of the Hugo A. Owens, Sr., Endowed Scholarship Fund. The motion carried by voice vote.

On behalf of the Committee, Mr. Starkey presented and moved for approval the resolution confirming the Acceptance of the Lottie P. and Earnest J. Edwards Endowment Fund. The motion carried by voice vote.

### **CLOSED SESSION**

In accordance with §§ 2.2-3711(A)(1) and (7) of the *Code of Virginia*, the Board convened in closed session at 10:00 a.m. to discuss personnel matters and to consult with legal counsel. The motion provided that Eddie N. Moore, Jr., President, Roscoe C. Roberts, University Counsel, and Joanne Curtis Taylor, Chief Audit Executive, attend the closed meeting as their presence was deemed necessary to aid the Board in its deliberations.

The Board reconvened in open session at 11:18 a.m., in accordance with § 2.2-3712(D) of the *Code of Virginia*. Ms. Busser conducted the poll in which all certified that the Board only discussed personnel matters and consulted with legal counsel, as provided by law. All Board members present certified compliance with the Freedom of Information Act.

Dr. Futrell moved for approval, the Audit Committee resolution. The motion was seconded by Mr. Starkey, and carried by roll call voice vote.

There being no further business, the Rector adjourned the meeting of the Board at 11:27 a.m.

  
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Earnest J. Edwards, Rector

  
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Katherine E. Busser, Secretary

4/17/09  
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Date

4/12/09  
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Date