

**VIRGINIA STATE UNIVERSITY BOARD OF VISITORS  
EXECUTIVE COMMITTEE  
MEETING MINUTES  
11:00 a.m.; Friday, March 16, 2018  
Board Room, Virginia Hall, Room 310**

**CALL TO ORDER**

Mr. Huron Winstead, Vice Rector, called the meeting of the Virginia State University (VSU) Board of Visitors (Board) Executive Committee (Committee) to order in the Board Room of Virginia Hall on the campus of Virginia State University at approximately 11:10 am.

**ROLL CALL**

A quorum was present.

Mr. Glenn Sessoms called in from the remote location as indicated in the meeting notice: 341 Riveredge Drive; West Cordova, Tennessee 38018. It was moved and properly seconded for Mr. Sessoms to participate in the meeting via telephone. The motion carried by unanimous vote.

*Committee Members Present:*

Harry Black, Rector (*absent*)  
Huron Winstead, Vice Rector  
Thursa Crittenden, Secretary  
Michael Flemming  
Dr. Alma Hobbs  
Jennifer Hunter (*arrived 11:17 am*)  
Glenn Sessoms (*via electronic means*)

*Administration Present:*

Dr. Makola M. Abdullah, President  
Dr. Annie C. Redd, Special Asst. to President/Board Liaison  
Dr. Donald Palm, Provost/Vice President, Academic Affairs  
Dr. Tia Minnis, Associate Provost, Executive Director, Institutional Effectiveness/SACSCOC Liaison

**Legal Counsel Present:**

Ms. Ramona Taylor, Asst. Attorney General/University Legal Counsel

**APPROVAL OF AGENDA**

The Committee approved the agenda as printed.

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**NOMINATION OF OFFICERS**

The Committee reviewed a compiled list of nominations for office and discussed the process for developing the slate of officers. After discussion, Committee members agreed to the principle that it would submit a proposed slate of officers composed of members who received the most nominations. There will be a call for nominations from the floor during the April Board Meeting.

Based on the number of nominations received, the Committee will submit a proposed slate of officers for consideration and a vote as follows:

- Rector – Huron Winstead (14 nominations)
- Vice Rector - Charlie Hill (10 nominations)
- Secretary – Thursa Crittenden (12 nominations)
- Chair, Academic & Student Affairs – Pamela Currey (6 nominations)
- Chair, Facilities, Finance & Audit – Michael Flemming (9 nominations)
- Chair, Institutional Advancement – Jennifer Hunter (12 nominations)
- Chair, Personnel & Compensation – Glenn Sessoms (12 nominations)
- Liaison, VSU Real Estate Foundation – James Stegmaier (11 nominations)
- Liaison, VSU Foundation – Xavier Richardson (7 nominations)

The Committee continued its discussion re submitting names of alternates for the Board offices. The first terms of three members on the proposed slate will expire on June 30, 2018, but the members are eligible for appointment to a second term. In case the three members are not reappointed, the Committee discussed and considered members as alternatives for office.

- Vice Rector – Wayne Turnage
- Secretary – Dr. Daryl Dance
- Liaison, VSU Foundation – Mr. Gregory Whirley

**REPORTS AND RECOMMENDATIONS**

President Makola M. Abdullah requested Dr. Donald Palm, Provost, to provide a brief SACSCOC update to the Committee. Dr. Palm shared information relative to the on-site committee visit, March 27-29, 2018, and the Quality Enhancement Plan (QEP). President Abdullah stated that the on-site team wants to visit with members of the Board of Visitors at 12 noon, March 28<sup>th</sup>. The University is responsible for selecting the Board members, and the University will look to the Rector for recommendations. In addition, the President shared the consultant's concerns related to three Board-related standards, 3.2.3 – Conflict of Interest, 3.2.5 – Board Dismissal, and a new standard 4.2g – Board Assessment.

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Dr. Palm also shared information about the status of the Strategic Plan, the steering committee, and working group which are working on SPOT (Strengths, Problems, Opportunities, and Threats) analyses. President Abdullah announced that Dr. Palm will schedule a meeting with the Board's Strategic Plan Advisory Committee prior to the Academic Affairs Committee and the April Board meeting. The timeline for the strategic plan is running slower than originally planned because the campus constituents are still heavily involved in the SACSCOC re-affirmation process. We expect progress on the strategic plan to speed up once we get through the accreditation process.

**CLOSED SESSION**

In accordance with §§ 2.2-3711(A) (11) of the *Code of Virginia*, Ms. Crittenden moved to go into closed session at 12:11 p.m. for discussion or consideration of the Spring 2018 honorary degree nominees. The motion provided that President Makola M. Abdullah, Dr. Donald Palm, Ramona L. Taylor, Legal Counsel, and Dr. Annie C. Redd attend the closed meeting because their presence in the closed meeting is deemed necessary, and/or their presence will aid the Board in its deliberations. The Board reconvened in open session at 12:18 p.m. in accordance with § 2.2-3712(D) of the *Code of Virginia*. Ms. Crittenden conducted the poll in which all board members certified that the Board only discussed personnel matters. All board members present certified compliance with the Virginia Freedom of Information Act via roll call vote because Mr. Glenn Sessoms participated on teleconference.

The Committee will recommend approval of the candidates for honorary degrees to the full board at the April 26-27<sup>th</sup> meeting.

**BOARD GOVERNANCE DOCUMENTS**

Ms. Ramona Taylor, Legal Counsel, presented Board governance documents—the Code of Ethics, the Statement of Governance, the FOIA Rights and Responsibilities—for annual review/re-affirmation. The Executive Committee considers the documents and recommends reaffirmation to the full Board. There were no changes to these documents since the last reaffirmation in 2017.

Ms. Taylor recommended revision of the Board Bylaws based on changes in the *Code of Virginia* statutes, consultant recommendation to index pages, and a review to properly place committee powers and authorities. She provided a chart which shows the changes made to the current set of Bylaws. In addition, Ms. Taylor presented a draft statement regarding an approval process for member participation by telephone. The policy to permit telephonic participation is in the Board Bylaws but it does not include the approval process the Board uses as permitted by Virginia Code 2.2-3708.1.(B) The statute allows the Board to determine its approval process. The Code 2.2-3708.1 (B) reads as follows:

*Participation by a member of a public body as authorized under subsection A shall be only under the following conditions: 1. The public body has adopted a written*

*policy allowing for and governing participation of its members by electronic communication means, including an approval process for such participation, subject to the express limitations imposed by this section. Once adopted, the policy shall be applied strictly and uniformly, without exception, to the entire membership and without regard to the identity of the member requesting remote participation or the matters that will be considered or voted on at the meeting;*

Committee members discussed the 25% participation rule asking what are we counting when we say participation? Does it impact Board meetings and committee meetings? What does the statute re: 25% participation apply to? Legal Counsel will look into it further whether committee meetings and full Board meetings are impacted by this statute.

Ms. Hunter addressed the placement of the strategic planning process under the Institutional Advancement Committee in the Bylaws although the Provost/Vice President of Academic Affairs leads the process. President Abdullah suggested that the University administration take a look at the committee structure and oversight responsibilities and provide recommendations to the Board. Ms. Taylor will provide a new draft of the Bylaws to send out to Board members before the April 26-27<sup>th</sup> meeting.

#### **2018-2019 BOARD MEETING SCHEDULE**

Discussion followed regarding the Board's meeting schedule along with the structure of its meetings. Ms. Hunter suggested that the Board holds a full retreat in August to effectively onboard new members, tackle more strategic matters, and bring in subject matter experts or speakers to educate the Board. The Committee agreed to recommend a meeting schedule in the following format to the full Board. Ms. Hunter and Ms. Crittenden will work with President Abdullah in planning the August Retreat.

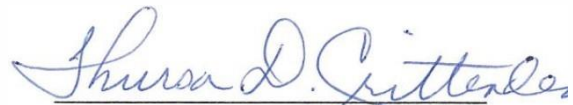
- August Retreat: New Board Member Orientation & Board educational sessions, two days
- September Board Meeting, one day
- November Board Meeting, two days
- February Board Meeting, one day
- April Annual Board Meeting, two days

#### **ADJOURNMENT**

There being no further business, Mr. Winstead adjourned the meeting of the Committee at approximately 1:15 p.m.



Harry Black, Rector



Thursa D. Crittenden, Secretary

Date Approved: April 27, 2018