

**VIRGINIA STATE UNIVERSITY BOARD OF VISITORS
ELECTRONIC EXECUTIVE COMMITTEE
MEETING MINUTES**

9:00 a.m.; Thursday, May 21, 2020

CALL TO ORDER

Rector Huron F. Winstead, Committee Chair, called the meeting of the Virginia State University (“VSU”) Board of Visitors (“Board”) Electronic Executive Committee to order at approximately 9:30 a.m. The meeting was livestreamed for public access.

ROLL CALL

A quorum was present.

Committee Members Present:

Mr. Huron Winstead, Rector

Mr. Charlie Hill, Vice Rector

Ms. Thursa Crittenden, Secretary

Ms. Pamela Currey; Chair, Academic & Student Affairs Committee

Ms. Jennifer Hunter; Chair, Institutional Advancement Committee

Mr. Glenn Sessoms; Chair, Personnel, Compensation, and Governance Committee

Mr. Wayne Turnage; Vice Chair, Facilities, Finance & Audit Committee

Committee Members Absent:

Mr. Michael Flemming, Chair, Facilities, Finance & Audit Committee

Other Board Members Present:

Dr. Valerie Brown

Mr. James Stegmaier

Mr. Gregory Whirley

Administration Present:

Dr. Makola M. Abdullah, President

Dr. Annie C. Redd, Special Assistant to the President and Board Liaison

Legal Counsel Present:

Ms. Ramona L. Taylor, University Legal Counsel Board of Visitors

APPROVAL OF PREVIOUS MINUTES

The Executive Committee Meeting minutes from November 13, 2019 were approved at the February 7, 2020 Board meeting.

NOMINATION OF OFFICERS

The Rector reviewed the process of nomination of officers from the Board Bylaws, Section 3.1.3. Executive Committee Governance. Vice Rector Hill presented the proposed slate of officers, committee chairs, and board liaisons for 2020-2022. Mr. Hill offered a motion that the Executive Committee accept the proposed slate as presented.

- Rector--Charlie Hill
- Vice Rector--Valerie Brown
- Secretary--Thursa Crittenden
- Chair, Academic and Student Affairs--Pamela Curry
- Chair, Facilities, Finance & Audit--Gregory Whirley
- Chair, Institutional Advancement--Xavier Richardson
- Personnel, Compensation & Governance--Glenn Sessoms
- VSURF Liaison--James Stegmaier
- VSUF Liaison--Raul Herrera

Discussion followed the motion focused on the impact of COVID-19 on the University and the need for continuity in leadership as we navigate the pandemic in the best interest of the University. There was no second for the motion to accept the proposed slate of officers for 2020-2022. The motion failed.

Further discussion followed on the need for continuity during the COVID-19 pandemic. The Bylaws would have to be amended to allow Rector Winstead to serve a one-year term. The Bylaws currently allow officers to serve for two years. Rector Winstead's two-year term ends June 30, 2020.

Ms. Currey offered a motion to nominate current officer holders with the exception of two committee chair positions: Chair of Institutional Advancement, and Chair of the Facilities, Finance and Audit (FFA). Ms. Jennifer Hunter's two-term service to the Board will expire as of June 30, 2020, and Mr. Flemming will step down as FFA committee chair as of June 30, 2020.

Mr. Hill offered a friendly amendment to Ms. Currey's motion wherein he nominated Mr. Whirley to serve as Chair of the Facilities, Finance and Audit Committee and Dr. Brown to serve as Vice Rector. After some discussion, Mr. Hill's friendly amendment was declined. Board members felt losing Mr. Hill as Vice Rector would be disruptive to the ultimate continuity of the Board. Members felt Mr. Hill is too valuable in his current role.

The discussion led to presenting two motions to the full board. The first motion provided that members in current positions would remain in those roles for 2020-2021 as follows:

- Mr. Winstead – Rector
- Mr. Hill – Vice Rector
- Ms. Crittenden – Secretary
- Ms. Currey – Chair, Academic and Student Affairs
- Mr. Sessoms – Personnel, Compensation & Governance

The second motion called for changing the Bylaws from bi-annual to annual election of officers. Ms. Hunter offered the motion for two separate motions. Ms. Currey seconded the motion. Discussion followed regarding the unfilled positions with the conclusion to present three motions to cover all issues pertaining to the nomination and election of officers. A motion was offered by Ms. Currey and seconded by Ms. Hunter to present the full board three motions concerning the nomination and election of 2020-2021 officers.

- Motion to allow the sitting officers of the Board to continue in their current roles for continuity of leadership during this pandemic and to waive the Board's current election provisions for any office currently occupied.
- Motion for the Board to amend its current bylaws, specifically Article II and Article III, to change the term for officers from two years to one year and that annual elections versus bi-annual elections will be held by the Board.
- Motion to proceed with nominations from the floor for the officer positions which will be vacated June 30, 2020, which include Chair of the Institutional Advancement Committee, the Chair of the Facilities, Finance and Audit Committee.

REAFFIRMATION OF BOARD DOCUMENTS

Mr. Hill offered a motion to reaffirm the Board documents: Board Bylaws, Board Code of Ethics, Board Freedom of Information Act (FOIA) Rights and Responsibilities, and the Board Statement of Governance. The motion was properly seconded and carried.

OTHER BUSINESS

Rector Winstead presented the proposed Board Meeting Schedule for 2020-2021. The meetings would be conducted in two days with consecutive committee meetings on Thursday and the full Board meeting on Friday. The motion to accept the proposed schedule was offered, properly seconded, and carried.

Legal Counsel Ramona Taylor provided an explanation of the purpose and gave background on the Deficit Provision Acknowledgement Form. The Board is responsible for acknowledging awareness of the budget bill HB29 (Chapter 1283) and requirement. The Committee will recommend that the Board accept the Deficit Provision Acknowledgement Form as one of its action items and delegate authority to the President to sign the form as the Agency Head.

ADJOURNMENT

There being no further business, the Chair adjourned the meeting at approximately 10:30 a.m.



Huron F. Winstead, Chair

5.21.20

Date