

VIRGINIA STATE UNIVERSITY
BOARD OF VISITORS
Virginia State University, Virginia 23806

BOARD MEETING
MINUTES
Thursday, November 17, 2016

CALL TO ORDER

Mr. Huron Winstead, Vice Rector, called the meeting of the Virginia State University (“VSU”) Board of Visitors (“Board”) to order in Salon A of the Gateway Dining Event Center at 9:00 a.m.

ROLL CALL

A quorum was present.

Board Members Present:

Mr. Harry Black, Rector (*absent*)
Mr. Huron F. Winstead, Vice Rector
Ms. Thursa Crittenden, Secretary
Ms. Pamela A. Currey
Dr. Daryl C. Dance
Mr. Michael Flemming
Mr. Charlie W. Hill (*absent*)
Dr. Alma C. Hobbs
Mr. Frederick S. Humphries, Jr. (*absent*)
Ms. Jennifer Hunter (*arrived 2:21 pm*)
Mr. Paul Koonce (*departed 2:26 pm*)
Mr. Xavier Richardson (*arrived 9:55 am*)
Mr. Glenn Sessoms (*arrived 9:33 am*)
Mr. James J.L. Stegmaier (*arrived 9:35 am*)
Mr. Wayne Turnage (*arrived 11:35 am*)
Dr. James Norman, Faculty Representative to the Board
Ms. Shai West, Student Representative to the Board (*absent*)

Administration Present:

Dr. Makola Abdullah, President
Dr. Letizia Gambrell-Boone, Vice President of Student Success and Engagement
Dr. Donald Palm, Provost/Vice President of Academic Affairs
Mr. Hubert Harris, Vice President of Administration
Ms. Reshunda Mahone, Vice President of Institutional Advancement
Dr. G. Dale Wesson, Vice President of Research and Economic Development
Ms. Joanne Curtis Taylor, Chief Audit Executive
Mr. Rodney Hall, Director of Enrollment Management
Ms. Pamela Tolson, Director of Communications
Mr. Osubi Craig, Special Assistant to the President for Special Projects and Special Initiatives
Dr. Annie C. Redd, Special Assistant to the President and Board Liaison

Legal Counsel Present:

Ms. Ramona Taylor, University Legal Counsel
Ms. Bonnie N. Degen, Legal Assistant, University Legal Counsel

Other Attendees:

Ms. Daphne Maxwell Reid, Visitor Emeritus
Rev. Delano Douglas, Campus Ministries
Travis Edmonds, Office of Information Technology
Joyce Henderson, Executive Director, VSU Real Estate Foundation
Danette Johnson, Office of the President
Adrian Petway, Budget Manager
Henry DeBose, Assistant Vice President, Student Success and Engagement
Jim Beckman, BRAVL
Tracy Walker, Dept. of Education Leadership
Charles Nealis, College of Agriculture
Dawit Haile, College of Engineering and Technology
Dr. Robert N. Corley, III, Interim Dean, College of Education
Karen Kapsidelis, Reporter, Richmond Times Dispatch
Marcus Comer, College of Agriculture
Dr. Emmanuel Omojokun, College of Business
Dr. Emmett Ridley, Assistant to the Provost for Institutional Effectiveness
Yourdonus James, Director, Conference Services
Justin Griffin, Associate Chief Information Officer
Michelle Belle, Dept. of Educational Leadership
Paula McCapes, College of Agriculture
Jonathan Young
Ted Brown, Political Science
Oliver Hill, VSURF
Ayana Conway, Faculty
Joe Melvin, Faculty
Jesse Vaughan, Staff

OPENING REMARKS

The Vice Rector asked Reverend Delano Douglas, Director of Campus Ministries at Virginia State University to lead the invocation.

VICE RECTOR REMARKS

Mr. Winstead welcomed Ms. Daphne Maxwell Reid to the Board Meeting as a Visitor Emeritus. The Vice Rector then stated that one of the Board's responsibilities at this meeting is to ratify board actions

from the September 2016 meeting. Mr. Xavier Richardson made the motion to ratify the board actions from the September 2016 meeting, and Dr. Alma Hobbs seconded the motion. The motion was approved by roll call voice vote.

PRESIDENT'S REMARKS

President Abdullah presented an update that included achievements in research and project funding, the College of Business re-accreditation, faculty and staff highlights, community engagement, athletics, and challenges such as the state budget shortfall and preparation for the SACS Reaffirmation. The President also gave an update of the University's report card.

COMMITTEE SESSIONS

The Vice Rector recessed the meeting of the Full Board to allow for concurrent board committee meetings with the Board functioning as a committee of the whole.

Facilities, Finance and Audit Committee

(Committee Members Present: Flemming, Hill, Koonce, Stegmaier, Winstead)

Mr. Michael Flemming, Committee Chair, convened the Facilities, Finance and Audit Committee members. Mr. Kevin Davenport presented the Budget to Actual Report as of September 30, 2016, and updates on University's capital projects identified in the construction phase and the planning/design phase as well as maintenance and noncapital outlay projects. Mr. Davenport presented the Capital and Operating Budget requests which were proposed amendments to the 2016-18 biennial budget. Under the capital budget, the University proposes to pool funded projects in categories such as (1) immediate and significant safety, health, regulatory, or environment concern; (2) equipment previously approved for construction; and (3) supplemental funding for projects previously approved. Under the operating budget, the amended budget decision package submissions include increases in appropriation for financial aid. Mr. Davenport's report also included updates on Simms Hall and the state budget cut.

Mr. Hubert Harris presented a Report on Technology Services which included IT procurements, travel and expense management, staffing update, 2016 audit compliance, and FY 17 VITA compliance. Ms. Joanne Curtis-Taylor presented information to support the resolution for the Fiscal Year 2017 Revised Internal Audit Plan, a follow up report on the status of corrective action plans as of September 30, 2016, and the Internal Audit September 2016 Quarterly Report.

Academic and Student Affairs Committee

(Committee Members Present: Currey, Dance, Hill, Hobbs, Richardson, Norman, West)

Dr. Alma Hobbs, Committee Chair, convened the Academic and Student Affairs Committee. Dr. Letizia Gambrell-Boone presented information on the retention rate target and strategies, the Academic Center for Excellence, lowering student loan default rate, and financial aid award comparison.

Dr. Donald Palm presented an update on the status of the Southern Association of Colleges and Schools on Colleges (SACSCOC) Reaffirmation. The Committee heard a presentation on Project Knowledge by Dr. Cheryl Talley. Project Knowledge is a research project on teaching and student learning at VSU funded by the National Science Foundation/HBCU-UP Broadening Participation and Targeted Infusion Programs. Dr. Palm's requests for sabbatical leave were held for the closed session.

Personnel and Compensation Committee

(Committee Members Present: Crittenden, Hunter, Sessoms, Stegmaier, Winstead)

Mr. Glenn Sessoms, Committee Chair, convened the Personnel and Compensation Committee. Mr. Hubert Harris presented results from the Employee Security Survey, the Personnel and Compensation Report, and the Student Security Survey. Mr. Sessoms then presented the President's Evaluation Tool with the revision requested at the September Board meeting.

Institutional Advancement Committee

(Committee Members Present: Crittenden, Currey, Hobbs, Hunter, Koonce, Richardson, Dance, Flemming, Sessoms)

Ms. Jennifer Hunter, Committee Chair, convened the Institutional Advancement Committee. Ms. Reshunda Mahone presented institutional advancement updates. Ms. Hunter led a discussion regarding the Association of Governing Board article, Statement on Institutional-Foundation Partnerships, and the notion of adding a member of the VSU Foundation Board to the Institutional Advancement Committee.

Ms. Pamela Tolson presented an update from the Office of Communications, and Dr. G. Dale Wesson presented an update from the Division of Research and Economic Development.

ADJOURNMENT

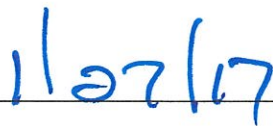
There being no further business, the Vice Rector adjourned the meeting at 5:00 p.m.



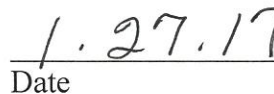
Harry Black, Rector



Thursa D. Crittenden, Secretary



Date



Date

**VIRGINIA STATE UNIVERSITY
BOARD OF VISITORS
Virginia State University, Virginia 23806**

**BOARD MEETING
MINUTES
Friday, November 18, 2016**

CALL TO ORDER

Mr. Huron Winstead, Vice Rector, called the meeting of the Virginia State University (“VSU”) Board of Visitors (“Board”) to order in Salon A of the Gateway Dining Event Center at 9:00 a.m.

ROLL CALL

A quorum was present.

Board Members Present:

Mr. Harry Black, Rector (*absent*)
Mr. Huron F. Winstead, Vice Rector
Ms. Thursa Crittenden, Secretary
Ms. Pamela A. Currey
Dr. Daryl C. Dance
Mr. Michael Flemming
Mr. Charlie W. Hill
Dr. Alma C. Hobbs
Mr. Frederick S. Humphries, Jr. (*absent*)
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Mr. Glenn Sessoms
Mr. James J.L. Stegmaier (*arrived 10:20 am*)
Mr. Wayne Turnage (*arrived 9:22 am*)
Dr. James Norman, Faculty Representative to the Board
Ms. Shai West, Student Representative to the Board (*absent*)

Administration Present:

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Mr. Hubert Harris, Vice President of Administration
Ms. Reshunda Mahone, Vice President of Institutional Advancement
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Ms. Joanne Curtis Taylor, Chief Audit Executive
Mr. Rodney Hall, Director of Enrollment Management
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Mr. Osubi Craig, Special Assistant to the President for Special Projects and Special Initiatives

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

Legal Counsel Present:

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Other Attendees:

Rev. Delano Douglas, Campus Ministries
Travis Edmonds, Office of Information Technology
Joyce Henderson, Executive Director, VSU Real Estate Foundation
Danette Johnson, Office of the President
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Henry DeBose, Assistant Vice President, Student Success and Engagement
Jim Beckman, BRAVL
Tracy Walker, Dept. of Education Leadership
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Karen Kapsidelis, Reporter, Richmond Times Dispatch
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Jonathan Young
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Oliver Hill, VSURF
Ayana Conway, Faculty
Joe Melvin, Faculty
Jesse Vaughan, Staff

OPENING REMARKS

The Vice Rector asked Reverend Delano Douglas, Director of Campus Ministries at Virginia State University, to lead the invocation.

VICE RECTOR REMARKS

Vice Rector Winstead called for approval of minutes from the September 15 and 16, 2016, Board Meeting. Mr. Charlie Hill made a motion for approval of the September 15th minutes, which was seconded by Ms. Jennifer Hunter, and approved by roll call voice vote. Mr. Hill made a motion for approval of the September 16th minutes, which was seconded by Ms. Hunter, and approved by roll call voice vote.

Mr. Winstead called for approval of the Board's Statement of Governance. Mr. Hill made the motion which was seconded by Dr. Hobbs, and approved by roll call voice vote.

PRESIDENT'S REMARKS

President Abdullah shared a video on the VSU Center for Entrepreneurship.

COMMITTEE SESSIONS

The Vice Rector recessed the meeting of the Full Board to allow for concurrent board committee meetings with the Board functioning as a committee of the whole.

Facilities, Finance and Audit Committee

(Committee Members Present: Flemming, Hill, Koonce, Stegmaier, Winstead)

On behalf of the Committee, Mr. Michael Flemming presented and moved for approval of the Resolution for Approval of the Revised Fiscal Year 2017 Internal Audit Plan. The motion carried by roll call voice vote.

Academic and Student Affairs Committee

(Committee Members Present: Currey, Dance, Hill, Hobbs, Richardson, Norman, West)

On behalf of the Committee, Dr. Alma Hobbs, indicated that three requests for sabbatical leave would be considered in closed session.

Institutional Advancement Committee

(Committee Members Present: Crittenden, Currey, Hobbs, Hunter, Koonce, Richardson, Dance, Flemming, Sessoms)

On behalf of the Committee, Ms. Jennifer Hunter presented and moved for approval of the recommendation to invite a member (the chair or designee) of the VSU Foundation Board to sit on the Institutional Advancement Committee. The motion carried by roll call voice vote.

UPDATES FROM THE FACULTY AND STUDENT REPRESENTATIVES

Mr. Winstead called for remarks from Dr. James Norman, Faculty Representative to the Board, and Ms. N'Dea Jackson, SGA Vice President for Academic Affairs, who represented the Student Government Association in the absence of Ms. Shai West.

CLOSED SESSION

In accordance with §§ 2.2-3711(A)(1), (10) of the *Code of Virginia*, Ms. Crittenden moved to go into closed session at 9:57 a.m. for consultation with legal counsel and pertaining to actual or probable litigation, where consultation or briefing in open meeting would adversely affect the negotiating or litigating posture of the public body. More specifically, Legal Counsel will provide a litigation report on the matters pending of Collins v. VSU, Fleming v. VSU, Goodwyn v. VSU, Evans v. VSU, Spencer v. VSU, and Wilson v. VSU; Counsel will also provide a litigation report regarding other pending legal matters and investigations; and amended deed of extension for Trojan Development.

The closed session will also cover three sabbatical requests and discussion of personnel matters specifically regarding evaluations and an employee complaint. The motion provided that President Makola M. Abdullah, Dr. Donald Palm, Dr. Annie C. Redd, Legal Counsel and staff--Ramona Taylor and Bonnie Holmes, attend the closed meeting as their presence was deemed necessary to aid the Board in its deliberations. The motion carried by voice vote.

The Board reconvened in open session at 11:27 a.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.

BOARD RETREAT ACTION PLAN FOLLOW UP

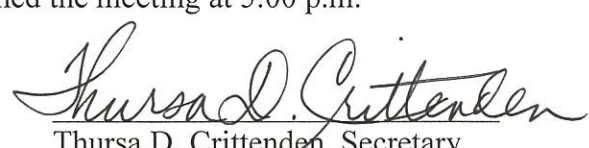
The Board members entered an informal discussion to assess the Board's effectiveness during the November 2016, meeting.

ADJOURNMENT

There being no further business, the Vice Rector adjourned the meeting at 5:00 p.m.

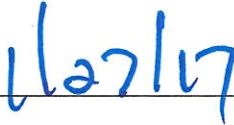


Huron Winstead, Rector



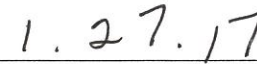
Thursa D. Crittenden, Secretary

Date



Date

Date



Date

Updated 12/19/16

Resolution of
The Board of Visitors of
Virginia State University
To Approve
Revised Fiscal Year 2017 Internal Audit Plan
November 18, 2016

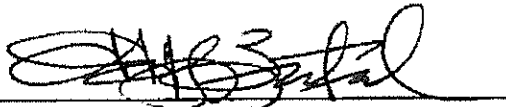
WHEREAS, the Board of Visitors may find it necessary to modify the audit plan scope of work and/or allocate Internal Audit Department resources to other areas based upon new discovery or vulnerability; and


WHEREAS, the Chief Audit Executive proposes a revised audit plan to assist the Board of Visitors in its fiduciary responsibility; and

WHEREAS, the Chief Audit Executive has prepared a Revised FY 2017 Internal Audit Plan pursuant to available personnel resources; and

WHEREAS, the Board of Visitors has reviewed the proposed Revised FY 2017 Internal Audit Plan; and

NOW, THEREFORE, BE IT RESOLVED that the Board of Visitors of Virginia State University approves the Revised Fiscal Year 2017 Internal Audit Plan.


~~Harry Black~~ HURON WINSTEAD
~~Rector~~ VICE RECTOR


Thursa Crittenden
Secretary

11.18.16
Date

Resolution of
The Board of Visitors of
Virginia State University
To Approve
Revised Fiscal Year 2017 Internal Audit Plan
November 18, 2016

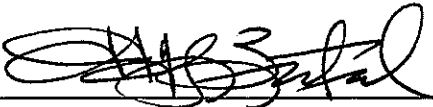
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WHEREAS, the Chief Audit Executive proposes a revised audit plan to assist the Board of Visitors in its fiduciary responsibility; and

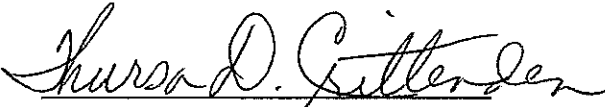
WHEREAS, the Chief Audit Executive has prepared a Revised FY 2017 Internal Audit Plan pursuant to available personnel resources; and

WHEREAS, the Board of Visitors has reviewed the proposed Revised FY 2017 Internal Audit Plan; and

NOW, THEREFORE, BE IT RESOLVED that the Board of Visitors of Virginia State University approves the Revised Fiscal Year 2017 Internal Audit Plan.



~~Harry Black~~ HURON WINSTEAD
~~Rector~~ VICE RECTOR



Thursa Crittenden
Secretary

11.18.16

Date

CONSEQUENCES FOR NON-APPROVAL AND STAFF SHORTAGES:

Risks associated with the staff absence include, but may not be limited to:

1. The Board of Visitors fiduciary responsibility to ensure sufficient resources for audit coverage of risks required by its Bylaws and Audit Committee Charter: The Facilities, Finance, and Audit Committee shall employ an internal audit staff and such financial and management consultants as it may deem necessary or desirable. The internal audit staff and consultants so employed shall report directly to the Committee.
2. Providing the Board of Visitors and management with analyses, evaluations, assurances, recommendations, and other information to those charged with governance.
3. The Office of the State Inspector General assessment of the internal audit program required by the Code of Virginia Section 2.2-307 and within its Directive, *Oversight of State and Specific Nonstate Agencies Internal Audit Programs* (<https://osig.virginia.gov/media/3441/2014directiveosiginternalauditprogramoversight.pdf>), to include but not limited to whether the internal functions:
 - Are reporting to the proper management level to preserve maximum independence.
 - Are following appropriate standards, as evidenced by compliance with periodic quality assessment reviews (QAR).
 - Are adequately staffed.
 - Are operating at an acceptable performance level in order to:
 - Produce risk-based audit plans.
 - Provide acceptable agency coverage.
 - Provide adequate assessments of agency control structure.
 - Produce appropriate reports for management, with an effective follow-up process in place to ensure corrective action is taken.
4. Effectiveness of the internal audit program impacting the IIA Standards, self-assessments (due in 2017) and the accreditation quality assurance assessment (due in 2017). Programmatically, the Associate Director of Internal Audit performed critical duties to maintain compliance and operational effectiveness in meeting the IIA Standards and other technical and administrative business operations for the Internal Audit Department; The IIA states that the internal audit activity must assess whether the information technology governance of an organization supports the organization's strategies and objectives (Standard 2110.A2). This position performs these types of audits holistically and within the realm of the individual audits.
5. The Auditor of Public Accounts assessment of the internal audit function and the extent to which the Auditor can collaborate and use the work of the Internal Audit Department in accordance with Statement on Auditing Standards (SAS) 114/115/122/128.