

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

**BOARD MEETING
MINUTES**

Thursday, November 14, 2013

CALL TO ORDER

Mr. Harry Black, Rector, called the meeting of the Virginia State University ("VSU") Board of Visitors ("Board") to order in Room A of the Gateway Dining Event Center at 1:05 p.m.

ROLL CALL

A quorum was present.

Board Members Present:

Mr. Harry Black, Rector
Mr. Willie C. Randall, Vice Rector
Ms. Daphne M. Reid, Secretary
Mr. George K. Anas, II
Dr. William C. Boshier
Mr. Allyn Myles Carnam
Mr. Felix Davis, Jr. (*absent*)
Dr. Robert E. Denton, Jr.
Mr. Frederick S. Humphries, Jr. (*absent*)
Ms. Catherine H. Gillespie
Mr. Terone B. Green
Ms. Jennifer Hunter
Mr. E. Ray Murphy
Mr. James H. Starkey, III (arrived 1:50 p.m.)
Mr. Huron Winstead
Dr. Rodney Gaines, Faculty Member Representative
Mr. Jahliel Thurman, Student Government Association Representative

Administration Present:

Dr. Keith T. Miller, President
Dr. W. Weldon Hill, Vice President for Academic Affairs
Mr. David J. Meadows, Vice President for Administration and Finance
Ms. Adrienne Whitaker, Interim Vice President for Institutional Advancement
Dr. Elliott L. Wheelan, Associate Vice President for Human Resources
Mr. Cortez K. Dial, Chief of Staff
Ms. Joanne Curtis Taylor, Chief Audit Executive

Legal Counsel Present:

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

Other Attendees:

Mr. A. Bowers, Jr.
Ms. Whitley Bradley, Athletics
Ms. Lee Brazzell
Ms. Peggy Davis, VSU Athletic Director
Mr. Travis Edmonds, Office of Information Technology
Dr. Joyce Edwards, Associate Professor, Sociology, Social Work and Criminal Justice
Ms. Sandra Evans, University College
Ms. Denia Fields
Ms. Loren Glasper
Dr. Deborah Goodwyn, Associate Professor, Language and Literature
Mr. Justin D. Griffin, Technology Services
Mr. Hubert Harris, VSU Chief Information Officer
Ms. D. Carol Harris
Mr. David Harris, Jr.
Mr. David Harris, Sr.
Ms. Michaela Hatcher, Internal Audit
Ms. Joyce Henderson, Executive Director, VSU Real Estate Foundation
Mr. Frank Jones
Ms. Karin Kapsidelis, The Richmond Times Dispatch
Ms. Dina Martin, Reginald F. Lewis College of Business
Ms. Aubree Parker, Athletics
Dr. Nicolle Parsons-Pollard, Associate Professor, Sociology, Social Work and Criminal Justice
Mr. Thomas Reed, Director of Public Relations and Marketing
Ms. Ivana Rich, Athletics
Dr. Robert L. Turner, Executive Director, VSU Foundation
Mr. William Travis
Mr. Michael Wallace, Chief, VSU Department of Police and Public Safety
Mr. Emmanuel Wright, Human Resources

The Rector recessed the meeting of the full Board at 1:11 p.m. to allow for concurrent Board Committee meetings. The reports of matters considered by the committees are included in the minutes of the Board's meeting held Friday, November 15, 2013.

**BOARD MEETING
MINUTES
Friday, November 15, 2013**

CALL TO ORDER

Mr. Harry Black, Rector, called the meeting of the Virginia State University (“VSU”) Board of Visitors (“Board”) to order in Room A of the Gateway Dining Event Center at 8:17 a.m.

ROLL CALL

A quorum was present.

Board Members Present:

Mr. Harry Black, Rector
Mr. Willie C. Randall, Vice Rector
Ms. Daphne M. Reid, Secretary
Mr. George K. Anas, II
Dr. William C. Boshier
Mr. Allyn Myles Carnam
Mr. Felix Davis, Jr. (*absent*)
Dr. Robert E. Denton, Jr.
Mr. Frederick S. Humphries, Jr. (*absent*)
Ms. Catherine H. Gillespie
Mr. Terone B. Green
Ms. Jennifer Hunter
Mr. E. Ray Murphy
Mr. James H. Starkey, III
Mr. Huron Winstead
Dr. Rodney Gaines, Faculty Member Representative
Mr. Jahliel Thurman, Student Government Association Representative

Administration Present:

Dr. Keith T. Miller, President
Dr. W. Weldon Hill, Vice President for Academic Affairs
Mr. David J. Meadows, Vice President for Administration and Finance
Ms. Adrienne Whitaker, Interim Vice President for Institutional Advancement
Dr. Elliott L. Wheelan, Associate Vice President for Human Resources
Mr. Cortez K. Dial, Chief of Staff

Ms. Joanne Curtis Taylor, Chief Audit Executive

Legal Counsel Present:

Mr. Ron Forehand, Senior Assistant Attorney General, Chief of the OAG Education Section
Mr. Roscoe C. Roberts, University Legal Counsel
Ms. Bonnie N. Degen, Legal Assistant, University Legal Counsel
Ms. Christy G. Brown, Paralegal, University Legal Counsel

Other Attendees:

Ms. Ali Bayler, Spider Management
Dr. Kenneth Bernard, Chair, Department of Mathematics and Computer Science
Ms. Michelle Campbell, Ellucian
Ms. Suzette Compton, Ellucian
Ms. Peggy Davis, VSU Athletic Director
Mr. Travis Edmonds, Office of Information Technology
Dr. Joyce Edwards, Associate Professor, Sociology, Social Work and Criminal Justice
Dr. Deborah Goodwyn, Associate Professor, Language and Literature
Mr. Hubert Harris, VSU Chief Information Officer
Mr. Steve Henderson, Spider Management
Ms. Sheikh Kamarah, Language and Literature
Dr. Mirta Martin, Dean, Reginald F. Lewis College of Business
Dr. Robert L. Turner, Executive Director, VSU Foundation
Mr. Michael Wallace, Chief, VSU Department of Police and Public Safety
Ms. Shelly Williams, Ellucian
Dr. Keith Williamson, Dean, College of Engineering

OPENING REMARKS

On behalf of the Board, the Rector shared sincere condolences to Board Member Boshier and his family on the passing of his father.

APPROVAL OF MINUTES

Rector Black called for approval, the minutes of the Board meeting held September 19-20, 2013. Mr. Randall moved that the minutes be approved, subject to the review of University Legal Counsel. The motion was seconded by Mr. Murphy and approved by voice vote.

COMMITTEE REPORTS

Institutional Advancement

(Committee members present: Starkey, Anas, Boshier, Denton, Gillespie, Hunter, Reid.)

Mr. James Starkey, III, Chair of the **Institutional Advancement Committee**, discussed the Reginald F. Lewis College of Business Foundation and on behalf of the committee, moved for approval the establishment of the Reginald F. Lewis College of Business Foundation, subject to the execution of a satisfactory operating agreement. Discussion ensued. The motion carried by roll call voice vote.

Mr. Starkey motioned that University Legal Counsel be charged with conducting a review of all operating Memorandum of Understandings between the University and all supporting foundations and report back to the Board during the January 2014 meeting. The motion was seconded by Mr. Randall and carried by roll call voice vote.

On behalf of the committee, Mr. Starkey presented and moved for approval the Marvin Allmond Endowment Fund. The motion carried by roll call voice vote. The Board acknowledged the efforts of Drs. Mirta Martin and Mario White for their efforts in cultivating the relationship with the family leading to the establishment of the fund.

On behalf of the committee, Mr. Starkey presented and moved for approval the Berth Smith & Co. Endowment Fund. The motion carried by roll call voice vote.

Virginia State University received a \$5,000.00 donation for the Virginia State University Real Estate Foundation to support the Real Estate Foundation Scholarship Fund, one of four totaling \$20,000.

Mr. Starkey discussed the University's non-compliance with Federal law in the investment of University Title III funding with Spider Management. On behalf of the committee, Mr. Starkey moved: 1) the moving of University Title III funding out of Spider Management; 2) the prompt development of a Request for Proposal (RFP) for an Investment Manager to manage the Title III funds in a prudent, but profitable manner; and 3) University Legal Counsel to be charged with reviewing the Board's investment policy and report back to the Board, discussion ensued. The motion carried by roll call voice vote.

Mr. Randall discussed a program to energize the Alumni Association. He suggested that Alumni Affairs could be housed in the Office of Institution Advancement, whose sole purpose would be to reach out to over 20,000 Virginia State University alumni through local chapters. Discussion ensued.

Facilities, Finance and Audit Committee

(Committee members present were: Murphy, Black, Carnam, Green, Randall, Winstead.)

Mr. E. Ray Murphy, Chair of the **Facilities, Finance and Audit Committee**, asked that David Meadows provide an update on the Annual SWaM Report for FY2013, the Multipurpose Center, and the University's move to Level 2 under the Commonwealth's Restructuring Plan for Public Colleges and Universities.

Mr. Murphy discussed the Annual Contract Compliance and Performance Audit and the necessary revisions to the Internal Audit Plan. On behalf of the committee, Mr. Murphy presented and moved for approval, the resolution to approve the Revised Fiscal Year 2014 Internal Audit Plan. The motion carried by voice vote.

Mr. Murphy highlighted the Internal Audit Overview of Top Risks and FY2014 Audit Plan Executive Summary; the favorable follow-up status on Audits and Investigations from July 1, 2011 to October 31, 2013; and hotlines.

Academic and Student Affairs

(Committee members present were: Boshier, Denton, Gillespie, Green, Murphy.)

Dr. Robert Denton, Chair of the **Academic and Student Affairs Committee**, asked that Chief Wallace provide the Board with information concerning sexual assault at VSU, as sexual assault had gained nation attention recently, with the number one concern being reporting. Chief Wallace updated the board on current university reporting procedures and new reporting requirements.

Ms. Davis, Director of University Athletics, provided an overview of Student-Athlete Concussion Management. She highlighted the following: the management process; identified concussion procedures; VSU 3-year Concussion Statistics; and liability and coverage.

Provost Hill discussed academic program viability, and extensive and robust board discussion ensued. On behalf of the committee, Dr. Denton presented and moved that the BS in Administrative Systems Management, BS in Industrial and Technology Education, MS in Plant Science, BS in Engineering Technology, BS in Physics, MS in Physics, and BS in Public Administration, be closed and phased out. The motion carried by roll call voice vote.

Dr. Williamson reported on the Accreditation Board for Engineering and Technology (ABET) visit, which focused on: students; program educational objectives; student outcomes; continuous improvement; curriculum; faculty; facilities; and institutional support.

Dr. Gaines, Faculty Representative to the Board, highlighted faculty accomplishments and recognition programs

Mr. Thurman, Student Representative to the Board, updated the Board on the following Student Government Association (SGA) initiatives: enhancing Trojan Pride; Totally Trojan Tuesdays; Foster Fridays; Trojan T-shirt Exchange; community outreach; campus wide food drive; turkey basket contest; relay for life; move nights on Wednesdays; Thrifty Thursdays; male mentorship program; student morale; and campus outreach.

Resource Committee

(Committee members present were: Carnam, Anas, Black, Hunter, Randall, Reid, Starkey, Winstead.)

Mr. Allyn Carnam, Chair of the **Resource Committee**, asked that Mr. Starkey discuss the vacant liaison position for the newly established Reginald F. Lewis College of Business Foundation, and recommended Mr. Winstead. On behalf of the committee, Mr. Carnam presented and moved for approval the nomination of Mr. Winstead as the Reginald F. Lewis College of Business Foundation Liaison. The motion carried by roll call voice vote. Mr. Winstead abstained.

PRESIDENT'S REMARKS

President Miller asked Dr. Williamson to highlight the Commonwealth Center for Advance Manufacturing (CCAM), and Commonwealth Center for Advanced Logistics (CCAL). Dr. Williamson discussed: partners, background, commitments, benefits, experts, capabilities and workforce partnerships, as these relate to VSU's relationship with CCAM and CCAL.

SPIDER MANAGEMENT

Ms. Ali Bayler and Mr. Steve Henderson of Spider Management discussed: the history of the VSU and Spider Management partnership; alignment of missions; investment strategy; investment access; and the ability to diversify the portfolio.

CLOSED SESSION

In accordance with §§ 2.2-3711(A)(1) and (10) of the *Code of Virginia*, the Board convened in closed session at 2:48 p.m. for personal matters and honorary degrees and special awards. The motion provided that President Miller, Dr. Hill and Attorney Forehand attend the closed meeting as their presence was deemed necessary to aid the Board in its deliberations.

The Board reconvened in open session at 3:58 p.m. in accordance with § 2.2-3712(D) of the *Code of Virginia*. Ms. Reid conducted the poll in which all board members certified that the Board only discussed personnel matters and honorary degrees and special awards. All board members present certified compliance with the Freedom of Information Act.


On behalf of the committee, Dr. Denton presented and moved to approve the promotion of Dr. Ehsan Sheybani to the rank of Full Professor. The motion carried by roll call voice vote.

On behalf of the committee, Dr. Denton presented and moved to approve the honorary degrees for Ms. Dorthy Cotton and The Honorable Jerrauld Jones. The motion carried by roll call voice vote.

On behalf of the committee, Mr. Carnam presented and moved to approve the contract extension of President Keith T. Miller. The motion carried by roll call voice vote.

On behalf of the committee, Mr. Carnam presented and moved for approval the Rector being authorized to negotiate and execute an amendment to the President's contract consistent with the terms discussed in closed session. The motion carried by roll call voice vote.

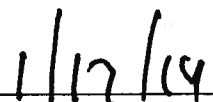
There being no further business, the Rector adjourned the meeting of the Board at 3:59 p.m.



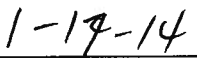
Harry Black, Rector



Daphne Maxwell Reid, Secretary



Date



Date

**Virginia State University
Virginia State University, Virginia**

**Resolution of
The Board of Visitors of
Virginia State University
to
Confirm the Acceptance of the
Marvin Allmond Endowment Fund**

WHEREAS, in December of 2012, Virginia State University received a gift in the amount of \$25,000 toward a pledge of \$100,000 for the purpose of establishing the Marvin Allmond Endowment Fund; and

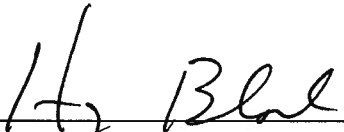
WHEREAS, Mr. Marvin Allmond earned a bachelor's degree in Accounting from Virginia State University in 1972.

WHEREAS, the Marvin Allmond Endowment Fund will be used solely for the purpose of providing unrestricted financial resources for the Reginald F. Lewis College of Business Accounting Students and to benefit the Trading Center within the said college; and

WHEREAS, § 23-170 of the *Code of Virginia* states that "[t]he board shall have power to take, hold, receive and enjoy any gift, grant, devise or bequest to the Visitors of Virginia State University or to or for the benefit of the University. Any such gift, grant, devise or bequest shall be used for the purposes designated by the donor, if any, or, if no purposes are so designated, for the general purposes of the board."

NOW, THEREFORE, BE IT RESOLVED that the Board of Visitors of Virginia State University confirms President Keith T. Miller's actions to receive and accept on behalf of the Board of Visitors the specific gift noted and filed with the permanent records in the Office of Institutional Advancement; and be it

FURTHER RESOLVED that this gift will be invested with Virginia State University Foundation for the benefit of the Reginald F. Lewis College of Business.



Harry Black, Rector

Date

11/15/13



Daphne Maxwell Reid, Secretary

Date

11-15-13

**Virginia State University
Virginia State University, Virginia**

**Resolution to
The Board of Visitors of
Virginia State University
to
Confirm the Acceptance of the
Naming Opportunity for Office within the
Reginald F. Lewis College of Business and to
Confirm the Acceptance of the
Berth Smith & Co. Endowment Fund**

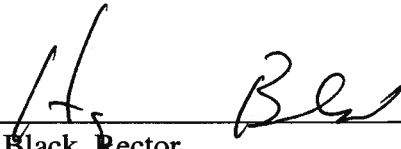
WHEREAS, on November 15, 2013, Virginia State University acknowledges a pledge from Mr. George S. Willie, managing partner of Berth Smith & Co. in Washington, D.C., in the amount of \$25,000 for the purpose of naming office 101 within the Reginald F. Lewis College of Business in the name of Berth Smith & Co.

WHEREAS, the Berth Smith & Co. Endowment Fund will be used solely for the purpose of providing unrestricted financial resources for the Reginald F. Lewis College of Business Accounting Students; and

WHEREAS, § 23-170 of the *Code of Virginia* states that “[t]he board shall have power to take, hold, receive and enjoy any gift, grant, devise or bequest to the Visitors of Virginia State University or to or for the benefit of the University. Any such gift, grant, devise or bequest shall be used for the purposes designated by the donor, if any, or, if no purposes are so designated, for the general purposes of the board.”

NOW, THEREFORE, BE IT RESOLVED that the Board of Visitors of Virginia State University confirms President Keith T. Miller’s actions to receive and accept on behalf of the Board of Visitors the specific gift noted and filed with the permanent records in the Office of Institutional Advancement; and be it

FURTHER RESOLVED that this gift will be invested with Virginia State University Foundation for the benefit of the Reginald F. Lewis College of Business.



Harry Black, Rector



Daphne Maxwell Reid, Secretary

11/15/13
Date

11-15-13
Date

Resolution of
The Board of Visitors of
Virginia State University
To Approve
Revised Fiscal Year 2014 Internal Audit Plan
November 15, 2013


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 over University contracts; and

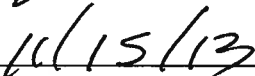
WHEREAS, the Chief Audit Executive has prepared the Revised Annual Internal Audit Plan pursuant to the Board Directive at its September 19-20, 2013 Board meeting that the University Internal Auditor conduct an annual compliance and performance audit of the University's contracting and procurement activity; and

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

NOW, THEREFORE, BE IT RESOLVED that the Board of Visitors of Virginia State University approve the Revised Fiscal Year 2014 Internal Audit Plan.



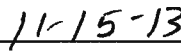
Harry Black, Rector



Date



Daphne Maxwell Reid, Secretary



Date