

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

**BOARD MEETING
MINUTES
Thursday, November 13, 2014**

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 9:38 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 (*absent*)
Dr. William C. Boshier
Ms. Thursa Crittenden
Mr. Felix Davis, Jr.
Dr. Robert E. Denton, Jr.
Mr. Terone B. Green
Mr. Charlie Hill
Dr. Alma Hobbs (*absent*)
Mr. Frederick S. Humphries, Jr.
Ms. Jennifer Hunter
Mr. Xavier Richardson
Mr. Huron Winstead
Mr. Hyisheem Calier, 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, Vice President for Institutional Advancement
Dr. Elliott L. Wheelan, Associate Vice President for Human Resources
Ms. Joanne Curtis Taylor, Chief Audit Executive

Legal Counsel Present:

Mr. Ronald C. Forehand, Office of the Attorney General
Mr. James Barr, Office of the Attorney General
Ms. Bonnie N. Degen, Legal Assistant, University Legal Counsel
Ms. Christy G. Brown, Paralegal, University Legal Counsel

Other Attendees:

Available upon request.

CLOSED SESSION

In accordance with § 2.2-3711(A)(1) of the *Code of Virginia*, Ms. Reid moved to go into closed session at 9:50 a.m. for a discussion of personnel matters. The motion provided that Attorney Forehand, Attorney Barr, Ms. Degen and Mr. Reed attend the closed meeting as their presence was deemed necessary to aid the Board in its deliberations. The motion was seconded by Mr. Winstead, and carried by voice vote.

The Board reconvened in open session at 11:12 a.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. All board members present certified compliance with the Virginia Freedom of Information Act.

Mr. Richardson presented and moved for approval the Presidential Support Committee: Mr. Richardson, Chair, Mr. Green, Ms. Hunter, and Mr. Winstead. The motion was seconded by Mr. Hill and carried by roll call voice vote.

Mr. Richardson presented and moved for approval the appointment of Dr. Pamela V. Hammond, Interim President of Virginia State University, effective January 1, 2015. The motion was seconded by Mr. Hill and carried by roll call voice vote. Ms. Crittenden abstained.

The Rector recessed the meeting of the full Board at 12:15 p.m. to allow for Board Committee meetings with the Board functioning as a Committee of the Whole. The reports of matters considered by the committees are included in the minutes of the Board's meeting held Friday, November 14, 2014.

In accordance with §§ 2.2-3711(A)(1), (7) and (10) of the *Code of Virginia*, Ms. Reid moved to go into closed session at 1:07 p.m. for a discussion of personnel matters, consultation with Legal Counsel and honorary degrees or special awards. The motion provided that Attorney Forehand, Attorney Barr, President Miller, Dr. Hill, and Ms. Crewe attend the closed meeting as their presence was deemed necessary to aid the Board in its deliberations. The motion was seconded by Dr. Boshier, and carried by voice vote.

The Board reconvened in open session at 3:00 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, consulted with Legal Counsel and discussed honorary degrees or special awards. All board members present certified compliance with the Virginia Freedom of Information Act.

Dr. Denton presented and moved for approval the appointment of Dr. Milton O. Faison as the Faculty Representative to the VSU Board of Visitors. The motion was seconded by Mr. Randall and carried by roll call voice vote.

In accordance with § 2.2-3711(A)(3) of the *Code of Virginia*, Ms. Reid moved to go into closed session at 3:28 p.m. for discussion or consideration of the acquisition and/or disposition of real property. The motion provided that Attorney Forehand, Attorney Barr, President Miller, Dr. Turner, Ms. Henderson and Mr. Brockett attend the closed meeting as their presence was deemed necessary to aid the Board in its deliberations. The motion was seconded by Mr. Randall and carried by voice vote.

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 the acquisition and/or disposition of real property. All board members present certified compliance with the Virginia Freedom of Information Act.

Mr. Winstead presented and moved for approval the resolution approving the deed prepared by the Office of the Attorney General between the Board of Visitors of Virginia State University and the VSU Trojan Development Company, LLC, granting conveyance by Special Warranty the 11 parcels of real property owned by the University as described in the deed. The motion was seconded by Mr. Hill and carried by roll call voice vote.

There being no further business, the Rector adjourned the meeting of the Board at 5:37 p.m.

**BOARD MEETING
MINUTES
Friday, November 14, 2014**

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 8:28 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 (*absent*)
Dr. William C. Boshier
Ms. Thursa Crittenden
Mr. Felix Davis, Jr. (*absent*)
Dr. Robert E. Denton, Jr.
Mr. Terone B. Green
Mr. Charlie Hill
Dr. Alma Hobbs (*absent*)
Mr. Frederick S. Humphries, Jr.
Ms. Jennifer Hunter
Mr. Xavier Richardson
Mr. Huron Winstead
Mr. Hyisheem Calier, Student Government Association Representative (*absent*)

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, Vice President for Institutional Advancement
Dr. Elliott L. Wheelan, Associate Vice President for Human Resources
Ms. Joanne Curtis Taylor, Chief Audit Executive

Legal Counsel Present:

Mr. Ronald C. Forehand, Office of the Attorney General
Mr. James Barr, Office of the Attorney General
Ms. Bonnie N. Degen, Legal Assistant, University Legal Counsel
Ms. Christy G. Brown, Paralegal, University Legal Counsel

Other Attendees:

Dr. Kenneth Bernard, Mathematics and Computer Science
Ms. Michaela Blackwell, Internal Audit
Dr. Michelle Corley, Associate Professor, School of Agriculture
Ms. Yolanda Macklin Crewe, Career Services
Reverend Delano Douglas, Campus Ministry
Mr. Travis Edmonds, Office of Information Technology
Ms. Sandra Evans, University College
Dr. Milton O. Faison, Assistant Professor, Biology
Dr. Deborah Goodwyn, Associate Professor, Language and Literature
Mr. Hubert Harris, VSU Chief Information Officer
Mr. Troy Hairston, Technology Services
Ms. Raven McGriff, Technology Services
Ms. Sheila McNair, Associate Vice President, Administration and Finance
Ms. Deborah Monroe, Career Services
Mr. Thomas Reed, Director, Marketing and University Relations
Dr. Zoe Spencer, Professor, Sociology, Social Work, and Criminal Justice
Mr. Tarnell Sands, Technology Services
Ms. Frednesha Sanders, VSU Student
Ms. Gianna Shipp, VSU Student
Dr. Robert L. Turner, Executive Director, VSU Foundation
Mr. LaMarcus Wise, VSU Student

OPENING REMARKS

The Rector asked that Reverend Delano Douglas, Director, United Campus Ministry, Virginia State University led the invocation. Reverend Douglas introduced VSU student Ms. Raven McGriff who articulated the invocation.

APPROVAL OF MINUTES

Rector Black called for approval the minutes of the Board meetings held September 25, 2014 and October 31, 2014. A motion for their approval was made by Mr. Hill, seconded by Mr. Winstead and the minutes were approved by voice vote.

PRESIDENT'S REMARKS

President Miller thanked the Board for their service to the University. He discussed the volleyball team's current participation in the Central Intercollegiate Athletic Association (CIAA) championship in Fayetteville, North Carolina, and noted their tremendous success. The football team will also be traveling to Durham, North Carolina, to participate in the CIAA championship conference. Fall Commencement Exercises are scheduled for Saturday, December 6, 2014.

President Miller highlighted: his term as university president; student engagement; and recent town hall meetings. The President introduced Ms. Frednesha Sanders, junior, Business Management major. Ms. Sanders provided a brief overview as to: why she selected Virginia State University; being a third generation product of VSU; her campus engagement; and her overall educational experience as a VSU student.

COMMITTEE REPORTS

Institutional Advancement

(Committee members present: Boshier, Denton, Gillespie, Hunter, Reid, Richardson)

Ms. Jennifer Hunter, Chair of the **Institutional Advancement Committee**, stated that no actions were being presented on behalf of the Committee.

Ms. Whitaker discussed: immediate fundraising needs and emergency tuition assistance; the 2014-2015 Fundraising Plan Overview; revenue challenges; Shop VSU; identifying grant opportunities; scholarship and financial aid needs; and upcoming fundraising events.

Mr. Humphries responded by stating that he was very moved by the oration presented by Ms. Frednesha Sanders and pledged a \$50,000 donation on behalf of Microsoft.

Mr. Green suggested the implementation of an Adopt-a-Student program in which a donor is able to see and be informed of exactly who and where their money is going when providing tuition assistance, discussion ensued.

Resource and Governance Committee

(Committee members present: Black, Crittenden, Reid, Richardson, Hunter, Randall, Winstead)

Mr. Willie Randall, Chair of the **Resource and Governance Committee**, discussed the importance of the Board having a full understanding of its responsibilities and requested that Legal Counsel provide a brief update on board responsibilities.

Attorney Forehand discussed: the importance of frequent board litigation updates; board authority; variances in governance systems; General Assembly control and restrictions; applicable legislation and constitutional rights; Board powers and authority over university

governance; political constraints; Southern Association of Colleges and Schools (SACS) concerns and powers; and the Board's responsibility to function as a body and not individually. Attorney Forehand stressed the importance of each member's responsibility to say and do what is in the best interest of the University.

Academic and Student Affairs

(Committee members present: Boshier, Denton, Green, Hill, Hobbs, Humphries)

Dr. Robert Denton, Chair of the Academic and Student Affairs Committee, presented and moved for approval, the Office for International Education's proposed \$250 per student study abroad administrative fee. Funding would be used to offset travel expenses of VSU faculty accompanying students abroad in a credit-bearing program sponsored by the University. The motion was seconded by Mr. Hill and carried by roll call voice vote.

Dr. Denton presented and moved for approval, the Endowed Chairs Policy. The motion was seconded by Mr. Hill and carried by roll call voice vote.

Dr. Denton presented and moved for approval, the Masters of Individualized Studies in Public Affairs tuition rate of \$13,000 per student for the two year program. The University will offer graduate courses to the employees of the Chesterfield County Government that will lead to the completion of a Master's Degree in Interdisciplinary Studies. The motion was seconded by Mr. Hill and carried by roll call voice vote.

Dr. Denton presented and moved for approval, the enrollment projections that will be submitted to the State Council of Higher Education for Virginia (SCHEV) as a part of the Six Year Plan. These projections facilitate the right-sizing of the University (with regard to scope and capacity) and a model that addresses improved retention and graduation numbers toward attaining the Commonwealth's Institutional Performance Standard milestones. The motion was seconded by Mr. Randall and carried by roll call voice vote.

Dr. Denton presented and moved for approval the non-substantive organizational changes to be submitted to SCHEV. The motion was seconded by Mr. Hill and carried by roll call voice vote.

Faculty Representative to the Board Report

Dr. Milton O. Faison thanked the Board for the opportunity to serve as the Faculty Representative to the Board. Dr. Faison shared two faculty concerns: 1) the inconsistency in the selection process of Faculty Representative to the Board; and 2) the role faculty will have in the presidential search process. Mr. Black stated that there will be a faculty participant on the search committee.

Mr. Harris and Mr. Reed provided an update on the football team's attendance at the CIAA banquet, and stated that university staff and players were very professional and carried

themselves with dignity and respect, representing the Board, Administration, faculty, staff and student body well. Coach Latrell Scott was named the CIAA Coach of the Year.

Student Representative to the Board Report

Ms. Gianna Shipp presented in the absence of the Student Government Association (SGA) President and reported that the SGA will continue working on the initiatives presented during the September 2014 Board meeting. The SGA continues to meet with the Administration on a monthly basis, hosting town hall meetings, as well as receiving correspondence and updates from each department. The SGA would like to implement a new event called "Lobby Day" which involves having administrators open their office so that students may come in and discuss issues regarding the University directly with administrators for a few hours each month. Ms. Shipp provided an overview of recent events and plans for the upcoming semester.

Facilities, Finance and Audit Committee

(Committee members present: Black, Crittenden, Green, Hill, Humphries, Randall, Winstead)

Mr. Huron Winstead, Chair of the **Facilities, Finance and Audit Committee**, presented and moved for approval the Resolution to Approve the Revised Fiscal Year 2015 Internal Audit Plan. The motion was seconded by Mr. Hill and carried by roll call voice vote.

Mr. Winstead presented and moved for approval the Resolution Approving the Information Technology Strategic Plan. The motion was seconded by Mr. Hill and carried by roll call voice vote.

Mr. Winstead presented and moved for approval the Resolution Delegating Approval for Information Technology Policies. The motion was seconded by Mr. Hill and carried by roll call voice vote.

CLOSED SESSION

In accordance with § 2.2-3711(A)(1) of the *Code of Virginia*, Ms. Reid moved to go into closed session at 10:30 a.m. for a discussion of personnel matters. The motion provided that Attorney Forehand, Attorney Barr and Ms. Degen attend the closed meeting as their presence was deemed necessary to aid the Board in its deliberations. The motion was seconded by Mr. Hill, and carried by voice vote.

The Board reconvened in open session at 12:02 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. All board members present certified compliance with the Virginia Freedom of Information Act.

Dr. Denton presented and moved for approval the recommendation for Professor Emerita for Dr. Wallace McMichael. The motion was seconded by Mr. Hill and carried by roll call voice vote.

Mr. Richardson presented and moved for approval the establishment of a Presidential Search Committee. The committee will be comprised of: members of the Executive Committee with the exception of Ms. Reid who will be substituted by Mr. Humphries; the National Alumni President; VSU Foundation President; the Faculty Representative to the Board; and the Student Representative to the Board. The motion was seconded by Mr. Hill and carried by roll call voice vote.

Mr. Richardson presented and moved for approval the following statement: to support the presidential transition process, a hold will be implemented on the hiring, promotion and compensation for all positions at the Associate Vice President level and above until January 15, 2015, except upon approval from the Executive Committee. The motion was seconded by Mr. Hill and carried by roll call voice vote.


Mr. Randall presented and moved for approval that the Rector be authorized to negotiate and execute a contract with Dr. Hammond to serve as a consultant to the Board through December 31, 2014. The motion was seconded by Mr. Winstead and carried by roll call voice vote.

Mr. Green presented and moved for approval that Mr. Hubert Harris be assigned the role of Liaison for the transition between the Board, the Interim President, and Administrators through January 15, 2015. The motion was seconded by Mr. Hill and carried by roll call voice vote.


Mr. Green presented and moved for approval that Mr. Harris be designated as the Liaison between the Board, Search Committee, and Administration for the purposes of the Presidential Search. The motion was seconded by Mr. Hill and carried by roll call voice vote.

Mr. Black discussed the duties and responsibilities of Mr. Harris as the Liaison.


There being no further business, the Rector adjourned the meeting of the Board at 2:37 p.m.



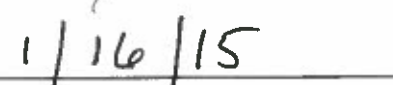
Harry Black, Rector



Date



Daphne Maxwell Reid, Secretary



Date

RESOLUTION

BOARD OF VISITORS VIRGINIA STATE UNIVERSITY

WHEREAS, the Virginia State University Foundation ("VSUF") and the Virginia State University Real Estate Foundation ("VSUREF"), collectively, the "Foundations," have created a joint venture entity known as the VSU Trojan Development Company, LLC (the "Trojan Development Company"), the sole members of which are the Foundations which thereby control the Trojan Development Company; and

WHEREAS, the Trojan Development Company has developed plans to construct the Project comprised of 24,000 sq. ft. of rentable retail/commercial space and 62 market rate residential units and associated improvements on eleven parcels (identified on Attachment "A") of unimproved land on Chesterfield Avenue in the Village of Ettrick, Virginia, as (the "Chesterfield Avenue Property"), and which is owned by the Commonwealth of Virginia and under the control of Virginia State University; and

WHEREAS, the Trojan Development Company and the University expect the Project to (i) enhance the revitalization of a vital corridor adjacent to the University; (ii) provide needed facilities and services to satisfy residential, commercial, and retail consumer needs of the University community; and (iii) include in a mutually acceptable support agreement between the University and the Trojan Development Company (the "Support Agreement"); and

WHEREAS, at its meeting on September 20, 2013, the University's Board of Visitors approved a motion to transfer the Chesterfield Avenue Property to the Foundations or other entity by conveyance, lease or gift; and

NOW, THEREFORE BE IT:

1. **RESOLVED**, that the Board of Visitors of Virginia State University has determined that it is in the best interest of the University to convey fee simple title of the Chesterfield Avenue Property to the Trojan Development Company by deed of gift or other appropriate instrument; and it is
2. **RESOLVED**, that Deed prepared by the Office of the Attorney General between the Board of Virginia State University and the VSU Trojan Development Company, LLC which grants and conveys by Special Warranty the 11 parcels of real property owned by the University as described in the Deed has been approved as presented; and it is
3. **FURTHER RESOLVED**, that the University President or the Vice President of Administration and Chief Financial Officer is hereby authorized to execute and deliver on behalf of the University, all legal documents for the conveyance of the Chesterfield Avenue Property to the Trojan Development Company, including any deeds, leases or easements, and

such other documents and agreements as the aforementioned President or Vice President may deem, in his sole discretion, necessary or advisable to carry out the terms and provisions of the foregoing documents and to effectuate the purposes of the foregoing resolutions.

H. Black

Harry Black, Rector

11/14/14

Date

Daphne Maxwell Reid

Daphne Maxwell Reid, Secretary

11-14-14

Date

Resolution of
The Board of Visitors of
Virginia State University
To Approve
Revised Fiscal Year 2015 Internal Audit Plan
November 14, 2014

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

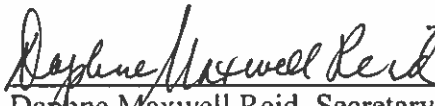
WHEREAS, the Chief Audit Executive has prepared the Revised FY 2015 Internal Audit Plan pursuant to the Audit Committee discussion at its September 25, 2014 Board meeting; and

WHEREAS, the Board of Visitors has reviewed the proposed Revised FY 2015 Internal Audit Plan; and

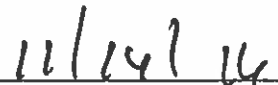
NOW, THEREFORE, BE IT RESOLVED that the Board of Visitors of Virginia State University approves the Revised Fiscal Year 2015 Internal Audit Plan.



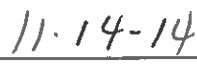
Harry Black, Rector



Daphne Maxwell Reid, Secretary



Date



Date

**RESOLUTION OF THE
VIRGINIA STATE UNIVERSITY BOARD OF VISITORS**

APPROVAL OF INFORMATION TECHNOLOGY STRATEGIC PLAN

WHEREAS, Section 23-38.111 of the *Code of Virginia* requires educational institutions seeking Level II status using information technology (IT) as an area for autonomy, develop a Strategic Plan for Information Technology; and

WHEREAS, each year, Virginia State University must submit an IT Strategic Plan for consideration by the Virginia Information Technologies Agency (VITA); and

WHEREAS, each plan must support the institution's mission, long-term objectives, and mandates; and

WHEREAS, the Board of Visitors support the Virginia State University Strategic Plan; and

NOW, THEREFORE, BE IT RESOLVED THAT, the Board of Visitors of Virginia State University hereby approves the Strategic Plan for Information Technology.



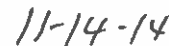
Harry Black, Rector



Daphne Maxwell Reid, Secretary



Date



Date

**RESOLUTION OF THE
VIRGINIA STATE UNIVERSITY BOARD OF VISITORS**

DELEGATION OF APPROVAL FOR INFORMATION TECHNOLOGY POLICIES

WHEREAS, Section 23-38.111 of the *Code of Virginia* requires educational institutions seeking Level II status using information technology (IT) as an area for autonomy, develop IT policies for security, project management, enterprise architecture, ongoing IT operations; and

WHEREAS, Virginia State University must maintain policies and best practices that are aligned with IT policies mandated by the Virginia Information Technologies Agency (VITA); and

WHEREAS, the Board of Visitors must establish a promulgation process for the approval of IT policies; and

NOW, THEREFORE, BE IT RESOLVED THAT, the Board of Visitors of Virginia State University hereby delegates to the President of Virginia State University to establish and approve all IT related policies on behalf of the Board of Visitors.




Harry Black, Rector



Daphne Maxwell Reid, Secretary



Date



Date