

**VIRGINIA STATE UNIVERSITY
BOARD OF VISITORS
Petersburg, Virginia 23806**

**MINUTES
Thursday, September 10, 2009**

CALL TO ORDER

Mr. Earnest J. Edwards, Rector, called the meeting of the Virginia State University Board of Visitors ("Board") to order in the Board Room in Virginia Hall at 12:57 p.m.

ROLL CALL

A quorum was present.

Board Members Present:

Mr. Earnest J. Edwards, Rector
Brigadier General (RET) Alfred J. Cade, Vice Rector
Ms. Katherine Elam Busser, Secretary (*arrived 4:00pm*)
Mr. Jerry B. Bias (*absent*)
Ms. Erika T. Davis
Mr. Felix Davis, Jr. (*absent*)
Dr. Mary Hatwood Futrell (*absent*)
Mr. Christopher H. Holden
Mr. Richard D. Legon
Ms. Maureen D. Massey
Mr. E. Ray Murphy
Ms. Daphne M. Reid
Mr. James H. Starkey
Ms. Barbara Steverson
Mr. Spencer L. Timm
Dr. Ben U. Nwoke, Faculty Member Representative
Ms. Cassandra Campbell, SGA Representative

Administration Present:

Dr. Eddie N. Moore, Jr., President
Dr. W. Weldon Hill, Interim Vice President for Academic Affairs
Dr. Robert L. Turner, Jr., Vice President for Development
Dr. Michael M. Shackelford, Vice President for Student Affairs
Mr. David J. Meadows, Vice President for Administration and Finance
Mr. Cortez K. Dial, Chief of Staff
Ms. Mona Adkins-Easley, Associate Vice President for Human Resources
Ms. Joanne Curtis Taylor, Chief Audit Executive

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Ms. Stephanie W. Hayes, Financial Policy Advisor to the President
Ms. Gwen Williams Dandridge, Administrative Policy Advisor to the President

Legal Counsel Present:

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

Other Attendees

Ms. Clementine Cone, Administrative Assistant to the Presidential Search Committee

OPENING REMARKS

The Rector asked all present to pause for a moment of reverent silence.

PRESIDENT'S STATEMENT

President Moore welcomed the Board back from the summer break, and introduced the three new Board members: Ms. Barbara Steverson, Business Owner and Alumnus; Dr. Ben Nwoke, Professor and Faculty Member Representative to the Board; and Ms. Cassandra Campbell, Student Government Association (SGA) President and Student Representative to the Board.

The President discussed the following: the 15% budget cut affecting all four year universities; the possible offset due to federal stabilization funds, which would result in a net reduction of 8%; and how the University will be affected. Discussion ensued.

The University dropped in the rankings of the U.S. News and World Report, but continues to be a top tier institution among Historically Black Colleges and Universities (HBCU). The University's decline in the ratings is being reviewed as it appears to be associated to funding issues.

The President highlighted his trip to Ethiopia and the University's research efforts conducted there.

The Rector adjourned the meeting of the full Board at 1:28 p.m. to afford board members the opportunity to tour the campus, as arranged by the President.

Friday, September 11, 2009

CALL TO ORDER

Mr. Earnest J. Edwards, Rector, called the meeting of the Virginia State University Board of Visitors (“Board”) to order in the Board Room in Virginia Hall at 8:03 a.m.

ROLL CALL

A quorum was present.

Board Members Present:

Mr. Earnest J. Edwards, Rector
Brigadier General (RET) Alfred J. Cade, Vice Rector (*departed 1:00 p.m.*)
Ms. Katherine Elam Busser, Secretary
Mr. Jerry B. Bias (*via teleconference*)
Ms. Erika T. Davis
Mr. Felix Davis, Jr. (*absent*)
Dr. Mary Hatwood Futrell (*absent*)
Mr. Christopher H. Holden
Mr. Richard D. Legon
Ms. Maureen D. Massey
Mr. E. Ray Murphy
Ms. Daphne M. Reid
Mr. James H. Starkey
Ms. Barbara Steverson
Mr. Spencer L. Timm (*departed 12:35 p.m.*)
Dr. Ben U. Nwoke, Faculty Member Representative
Ms. Cassandra Campbell, SGA Representative

Administration Present:

Dr. Eddie N. Moore, Jr., President
Dr. W. Weldon Hill, Interim Vice President for Academic Affairs
Dr. Michael M. Shackelford, Vice President for Student Affairs
Dr. Robert L. Turner, Jr., Vice President for Development
Mr. David J. Meadows, Vice President for Administration and Finance
Mr. Cortez K. Dial, Chief of Staff
Dr. Elliott L. Wheelan, Associate Vice President for Compliance
Ms. Mona Adkins-Easley, Associate Vice President for Human Resources

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Ms. Joanne Curtis Taylor, Chief Audit Executive
Ms. Stephanie W. Hayes, Financial Policy Advisor to the President
Ms. Gwen Williams Dandridge, Administrative Policy Advisor to the President

Legal Counsel Present:

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

Other Attendees:

Colonel W. Steven Flaherty, Superintendent, Virginia Department of State Police,
Virginia Fusion Center
Captain Steven W. Lambert, Criminal Intelligence Division, Virginia Department of State Police
Mr. Michael C. Wallace, Chief of Police and Public Safety
Ms. Clementine S. Cone, Administrative Assistant to the Presidential Search Committee
Mr. Joseph H. Stepp, Auditor of Public Accounts
Mr. Ken McGee, Auditor of Public Accounts
Dr. Wondi Mersie, Associate Dean and Director of Research, Agriculture Research Station

PRESENTATIONS

Colonel W. Steven Flaherty, Virginia Fusion Center
Mr. Joseph H. Stepp, Audit Report
Dr. Robert L. Turner, Jr., Capital Campaign

OPENING REMARKS

Mr. Bias confirmed that he was located at 399 Park Avenue, 39th Floor, New York, New York 10022, which was fully accessible to the public, as required by the Virginia Freedom of Information Act (FOIA). Mr. Edwards asked all present to pause for a moment of reverent silence and remember those who lost their lives on this day eight years ago in the September 11, 2001 attacks.

APPROVAL OF MINUTES

Mr. Edwards called for approval of the minutes of the annual board meeting held April 16-17, 2009, and the Executive Committee meeting held August 20, 2009. A motion for their approval was made by BG (RET) Cade, seconded by Mr. Starkey, and the minutes were approved by voice vote.

PRESIDENT'S STATEMENT

President Moore reported on the record student enrollment of the University. In this difficult economic time, the University will show approximately a 5% increase in full-time undergraduates with most of the increase coming from in-state students.

VIRGINIA FUSION CENTER REPORT

Mr. Edwards introduced Colonel W. Steven Flaherty and Captain Steven W. Lambert of the Virginia Fusion Center. Colonel Flaherty and Captain Lambert met with the Board to generally discuss the operations of the Virginia Fusion Center, its relationship with the Virginia State Police and the basis for the 2009 Virginia Terrorism Threat Assessment. The assessment was created to be a forecasting tool, and intended to be thought provoking for the specified law enforcement and decision-making audience. The assessment was illegally leaked and was never intended for public consumption. Colonel Flaherty stated that the report should have been written clearer and the intended message was that the University is a potential target. The Governor's office has completed the investigation of the report and the Fusion Center is awaiting the Governor's evaluation of the investigation. On behalf of the Fusion Center, Colonel Flaherty apologized profusely for the misinterpreted intent and the confusion resulting from the assessment. Colonel Flaherty anticipates a statement being published at the conclusion of the Governor's review. Discussion ensued.

AUDITOR OF PUBLIC ACCOUNTS PRESENTATION

Mr. Stepp introduced Mr. Ken McGee of the Information Systems Security section who was instrumental in the University's audit. Mr. Stepp indicated that this will be his last year working with Virginia State University (VSU) as Ms. Stacey Henshaw will be the University's new Audit Director.

Mr. Stepp reported three internal control issues: improving information security programs; strengthening controls over capital asset reporting; and improving security over financial statement database applications. Mr. Stepp discussed with the Board the University's non-compliance with the completion of the I-9 form published by the U.S. Citizenship and Immigration Service of the U.S. Department of Homeland Security. Mr. Stepp and the Board discussed the exceptional progress of VSU and compliance with the employee eligibility verification process.

The University received an unqualified opinion for the year ending June 30, 2008.

Miscellaneous

In accordance with § 2.2-3100 of the *Code of Virginia*, Ms. Reid formally disclosed that Virginia State University is about to enter into a contract with the Legacy Media Institute (LMI) for which her husband is the President. Ms. Reid advised the Board publicly that neither she nor her husband will receive compensation under this contract as LMI will be a tax exempt charitable entity. The Department of Mass Communications will be working with LMI to provide a training program to further expand the experiences of the students.

COMMITTEE REPORTS

Resource and Governance Committee

Mr. Christopher H. Holden, Chair of the **Resource and Governance Committee**, discussed the University's efforts in developing a Document Retention and Disposition policy that would address the needs of VSU. Mr. Holden presented and moved for approval the recommendation that the President and the Chief Compliance Officer perform an information retention policy review and assessment of University department's compliance with the policy by the January 2010 Board meeting. The motion was seconded by Mr. Starkey, and carried by voice vote.

The University's Intellectual Property Policy was discussed during the committee meeting and Mr. Holden felt it may be of strategic importance to the University to initiate a discussion about the policy in an upcoming Board meeting.

Miscellaneous

President Moore introduced to the Board Dr. Wondi Mersie who is the Principal Investigator on the Parthenium Project, to further discuss the University's work in Ethiopia.

Academic and Student Affairs

Mr. Spencer Timm, on behalf of the **Academic and Student Affairs Committee**, spoke on the incoming freshman class. The freshman class is particularly strong academically having higher overall Grade Point Average (GPA) and Scholastic Aptitude Test (SAT) scores.

Mr. Timm discussed the efforts being made to increase grant funding for research and re-accredited degrees and new programs.

On behalf of the committee, Ms. Busser presented and moved that the Board adopt the amendments to the Serious Incident Reporting Policy. The motion was seconded by Mr. Murphy and carried by voice vote.

Development Committee

Mr. James H. Starkey, Chair of the **Development Committee**, requested that Dr. Robert L. Turner, Jr., update the Board on the University's Capital Campaign. Overall the campaign has brought in 14.6 million dollars towards the 20 million dollar campaign goal. The University is in the process of assigning new Gift Officers to the individual campaign units. The giving percent of the University Alumni is approximately 10% and the University will seek out "at large" alumni across the country. This will be a targeted effort with the promise of a greater return. Discussion ensued.

Facilities, Finance, and Audit Committee

Ms. Katherine E. Busser, Chair, **Facilities Finance and Audit Committee**, discussed the challenges regarding the President's residence and determining if the residence is suitable for the current President as well as the incoming President.

David J. Meadows, Vice President for Administration and Finance, highlighted the University's responses to the Auditor of Public Account's (APA) audit.

Ms. Busser discussed the revised budget based on the Governor's request of a 15% reduction. There is still some hope of federal stimulus funding relieving the impact of the reduction. Mr. Starkey moved to approve the recommendation to restate the Board's policy requesting the President balance the budget by continuing and sustained reductions in University expenditures. The motion was seconded by BG (RET) Cade and carried by roll call vote; Ms. Davis and Mr. Holden abstained.

Ms. Busser presented and moved for approval adoption of the Internal Audit Charter. The motion was seconded by Mr. Legon, and carried by roll call vote.

Ms. Busser presented and moved for approval the Internal Audit Plan, Goals, and Objectives. The motion was seconded by Mr. Legon, and carried by roll call vote.

Going forward the Audit Committee will look at the top risks of the University because risk management is a priority. Ms. Busser moved that the President provide a Top Risks Report to the Board and plans for addressing them. The motion was seconded by Mr. Legon, and carried by roll call vote.

Presidential Search Committee

BG (RET) Albert J. Cade reported on behalf of the **Presidential Search Committee** that the next committee meeting will be held September 30, 2009 at which time the committee will discuss the interview process. The interview process will begin in mid October 2009.

BG (RET) Cade presented and moved for adoption the draft Presidential position description. The motion was seconded by Mr. Legon, and carried by voice vote.

Miscellaneous

Ms. Busser presented for approval resolutions recognizing Dr. Albert W. Thweatt, Dr. Deborah T. Goodwyn, and Ms. Cora Bianca Brodie. The motion was seconded by Mr. Timm, and carried by voice vote.

CLOSED SESSION

In accordance with §§ 2.2-3711(A)(1) and (7) of the *Code of Virginia*, the Board convened in closed session at 11:40 a.m. to discuss personnel matters and to consult with legal counsel. The motion provided that Roscoe C. Roberts, University Counsel, attend the closed meeting as his presence was deemed necessary to aid the Board in its deliberations.

The Board reconvened in open session at 1:15 p.m., in accordance with § 2.2-3712(D) of the *Code of Virginia*. Ms. Busser conducted the poll in which all certified that the Board only discussed personnel matters and consulted with legal counsel, as provided by law. All Board members present certified compliance with the Freedom of Information Act.

Ms. Busser presented and moved for approval personnel matters regarding the President's retirement as discussed in closed session. The motion was seconded by Mr. Legon, and carried by roll call vote.


Ms. Busser presented and moved for approval personnel matters regarding audit and legal as discussed in closed session. The motion was seconded by Ms. Reid, and carried by roll call vote.

Mr. Edwards presented and moved for approval the establishment of a Presidential Transition Committee. The motion was seconded by Mr. Starkey, and carried by roll call vote.

There being no further business, the Rector adjourned the meeting of the Board at 1:19 p.m.



Earnest J. Edwards, Rector


for _____
Katherine E. Busser, Secretary

11/4/09

Date

11/4/09

Date