

Virginia State University Board of Visitors
Electronic Executive Committee Meeting
Transcript
9:00 a.m., Thursday, May 21, 2020

Rector: Welcome to the Board of Visitors Executive Committee Meeting. We will now have the roll call by the Board Secretary, Thursa Crittenden.

Secretary: Mr. Winstead? Good morning. Dr. Brown? Here. Thursa Crittenden? Here. Ms. Currey? Here. Mr. Hill, Present and accounted for. Let's see, Ms. Hunter? Here. I have Mr. Sessoms? Yes. Mr. Stegmaier, Yes. I know that Mr. Turnage is in for Mr. Flemming, Correct? Yes. Mr. Whirley, Here.

Secretary: We do have a quorum and we have some members that are not committee chairs, but anyone is welcome to be at the meeting. Correct?

Rector: That is correct; the only caveat is that with regards to the discussion of the agenda items that only the executive committee members will be heard and engaged for voting.

Secretary: Alright. So all committee members will be available for that and rector, the vice rector, and the secretary, so we shall proceed that way.

Rector: Thank you very much. At this point there are no minutes to approve. Our minutes were approved in our February 7th meeting.

Rector: So, we'll move into the nomination of officers. As each of you know the process of the nomination of officers is that the executive committee, per our bylaws, shall be responsible for the call for nominations for officers from the board and shall call for nominations by sending written notice to each member of the board. Nominations shall be submitted in writing to the vice rector and shall be due within fourteen days prior to the meeting. Members of the board may nominate themselves to office. Nominees for offices must have more than one year remaining on their terms in terms of appointment or be eligible for reappointment. The recommendations should be distributed with an announcement of the meeting of the board of visitors, and the vice rector shall present a candidate for each office as the slate for election.

Rector: So, that is the process. We have completed the process. Each board member has submitted nominations to the vice rector. We have shared the proposed slate, but at this point, Dr. Redd I think what I'd like to do is to turn...we need to present the compilation and allow Mr. Hill to share his process and perspective with the recommended slate.

Vice Rector: I will then take that as my cue to begin talking. I thank all of you who participated in the nomination process. What I will do is introduce each of the individuals by the role that they've been nominated for. And then we can entertain whatever questions or concerns that you have.

Vice Rector: I would start with the Virginia State foundation liaison. The name you have before you is Raul Herrera. The liaison for the Virginia State Real Estate Foundation, James Stegmaier. Personnel Compensation and Governance committee chair, Glenn Sessoms; the Chair of the Institutional Advancement Committee, Xavier Richardson; the Chair of the Facilities, Finance & Audit Committee, Gregory Whirley; the Chair of the Academic & Student Affairs Committee, Pamela Currey; Secretary, Thursa Crittenden; Vice Rector, Valerie Brown; Rector, Charlie Hill.

Vice Rector: Are there any questions? Mr. Rector, hearing no questions I moved that this slate be presented to the full board.

Rector: At this point,

Hunter: I'm sorry, I couldn't get my hand raised up. I apologize.

Rector: Okay. And I guess my screen was covered by the compilation, so I did not see that. Okay. Sorry about. Okay, a hand raised with Ms. Hunter.

Hunter: So, one of the things, and I raise this realizing that this may or may not be controversial, but I have been in a number of conversations with other organizations that typically would be changing their officers at this time of the year and in light of the pandemic how people are trying to rapidly respond to the situation at hand. What I am beginning to observe is that folks from a continuity perspective are actually not changing leadership of these organizations and given the conversations that are underway in particular about higher education. We know that with the state being our largest fundraiser as we start thinking about the economic situation that we're gonna be in the implications that trying to determine how the institution comes back online, while, protecting the health and safety of all constituents.

Hunter: I just wanted to raise for discussion is whether or not we want to continue with the structure that we have in place and adjust the bylaws so that we actually revert back to annual elections. So, if there were desire to have continuity of leadership as is that folks who still have aspirations to lead in different ways for...on the board have that opportunity. So I just raise that for consideration and it is really about this moment that we're in and how we are able to navigate that moment with as much continuity that we have. So I just...I wanted to share that perspective.

Rector: Thank you, Ms. Hunter. Ms. Currey.

Currey: Can you hear me? I've lost the hand raise. I can't find it. Thank you. I'd like to second that thought. I agree that there's so much turmoil right now and uncertainty and that showing a continuity to the extent that we can if people aren't coming off of the board and ineligible to serve longer. I think that would be helpful.

Turnage: I can't find the hand raise...I would like to support the thought as well. My perspective comes from what I am seeing in DC with our government and how it has been invaluable and something that's unprecedented in my lifetime of having people stay in roles. Even one

change was initially contemplated. I must say I've never really understood the...I don't think maybe I was around even not paying attention when we went away from the annual rule. And when we went to the rule that if you, if you only have one year left, you couldn't serve. I don't really understand that, but that being aside, I think the university is gonna face a significant challenge and it's not to say the new people in new positions wouldn't be able to address them, but I think it helps to have some continuity. And I recognize that I benefit from this because I'm not serving on...that has not influenced my position but I think this is something that might serve us well, at least till we get out of this pandemic.

Rector: Thank you. Mr. Turnage. The information that we have received from the vice rector has been presented. Are there any other comments...about the nominations and where we are as a university?

Sessoms: I would be in support of maintaining that position for a while too, especially with the current pandemic and how we need to respond. We don't know what it is going to look like in the school year. I support that as well.

Rector: Okay, so. Charlie in your presentation, I guess you did make a motion and it kinda jumped out before we could get everybody back engaged.

Vice Rector: Sure.

Rector: So, is there a second for that motion?

Currey: I apologize I did not hear the motion. What was it?

Rector: Okay it was, it was to accept Charlie's motion after the presentation, and we had the delay in the question after I asked were there any questions? And he didn't hear any questions and made a motion that the executive committee accept the slate as presented. And then there were other, then the questions the comments came through. So I think we need to deal with that motion and make a path forward.

Rector: So, is there a second for the motion to accept the slate of officers as presented? There is no second. Okay. So the motion fails. So, at this point, the recommendation, as I understand is what has been consistent to the discussion has been continuity. So, is there a motion that can be presented to the board from the executive committee with regards to continuity?

Currey: I'd like to move that we continue the current slate of officers with the exception of the chair for institutional advancement because it's my understanding that Ms. Jennifer Hunter is not eligible to serve any longer. I would also ask the question, though he's not on, Mr. Flemming expressed a desire to move off. I don't know if given the current circumstances he would be willing to, to continue to serve for another year, or if he really cannot serve as chair for another year.

Currey: So, I don't know exactly how to make that motion, but it would be that we continue, and we amend the bylaws to allow Huron Winstead to continue as rector, Charlie Hill as vice rector, Thursa Crittenden as secretary, myself as chair for academic and student affairs. I leave open the question on finance and the question on institutional advancement, and then continue Glenn Sessoms for the chair of personnel and compensation. And I'm drawing a blank on who the current officers are for the real estate and the foundation. But I would offer those to continue.

Vice Rector: Mr. Rector. I would move that we name Greg Whirley as chair of the facilities, finance and audit committee. We know that the current finance committee chair does not wish to serve, so there is no reason to leave that in question, so I motion that we name Greg Whirley as the chair of the finance committee with this move for continuity. It is consistent with the move for continuity.

Rector: Okay. So I guess that would be offered as a friendly amendment to the initial motion. So is the motion with the friendly amendment acceptable, Ms. Currey?

Currey: It is. I would offer Valerie Brown as an option in lieu of Mr. Whirley. She has served on the committee and obviously well suited to it. If Mr. Flemming truly can't do it then I would counter with Valerie Brown.

Rector: Ms. Hunter.

Hunter: I would suggest that we make two separate motions so that we have the one motion that is clean relative to continuity and that we take a second action as specifically related to the two, which actually would be three vacancies for the foundation board; facilities, finance and audit; and institutional advancement. That's a suggestion.

Currey: Okay. I would second that friendly amendment.

Rector: Okay, so the friendly amendment for Mr. Hill was rejected. The friendly amendment from Hunter accepted. Ms. Crittenden.

Secretary: Okay. Yes. Someone correct me if I'm incorrect. Let me just state what has taken place thus far as I have recorded. Alright the first motion, which is the slate, which was presented by Mr. Hill. The motion was made, and there was no one to second the motion. I'll start again, the first motion was by Mr. Hill by way of presenting the slate. Mr. Hill presented the slate of officers and it was accepted as a motion with no second. It was determined that the motion failed.

Secretary: The next recommendation was made by Ms. Hunter that was a recommendation that we consider continuity. It was then followed by a motion by Ms. Currey that we continue as is with the exception of Ms. Hunter because she is no longer eligible to serve on the board. And that Mr. Flemming asked to be moved off the Finance Committee. So then Ms. Currey went on to state the fact that the rector, Mr. Winstead, vice rector, Mr. Hill, the secretary, me, so that those would stay. We have an opening with the Finance Committee, Mr. Sessoms would continue in his

role on personnel. For the foundations, I didn't quite hear what was stated; but at any rate, it appears that we have three open positions that are not as is from last time. The next move, which was an amendment to what Ms. Currey stated was that Mr. Whirley serve as the Finance Committee chair; that amendment came from Mr. Hill.

Secretary: And then the counter to that recommendation was that Dr. Brown be nominated for the position of finance chair. And that's where we ended. So, the next thing that was stated by Ms. Hunter is that we needed to put on the table two separate motions. What we said is we needed two separate motions, and it was recommended by Ms. Hunter and seconded by Ms. Currey that we deal with the open slots. And then we have another motion to deal with the vacant slots. That's it.

Rector: Okay. And so that's what involved the motions. And I think with the friendly amendment what we have is a path forward that says continuity, with a motion to maintain continuity with the open positions and a separate election with nominees coming from the floor.

Vice Rector: Mr. Rector, I have an objection and maybe a solution. Here is my next motion. One, that we named Dr. Brown as vice rector, and that we revisit the issue of Mr. Whirley serving as chair of the Finance Committee.

Rector: So we have a motion here..We have a motion on the floor. The question is, is this is a friendly amendment to what we're doing? So we're moving the motion and evolving. So we have a motion that is for continuity. All offices stay as they are; the open offices would be up for nomination and election, and your friendly amendment to Ms. Currey's nomination or motion, is for what?

Vice Rector: Is that a question you are presenting to me?

Rector: Yes.

Vice Rector: The continuity issue, if I understood her motion, raised the issue of Dr. Brown serving possibly in that finance role, and what I'm offering in terms of continuity, from a perspective, given the one that Dr. Brown has on the board that she moved into the vice rector role, clearing the way for Mr. Whirley to serve as chair of the Finance Committee. I do find this to be consistent with the notion of continuity. In fact, if anything it enhances the idea of continuity, because even if I were elected rector, it would be only for a year and we'll have to go through that cycle again. We have an immediate concern as it relates to the board, and I don't think there's any stronger candidate on that finance committee who could succeed Mr. Flemming. So I do have an objection to delaying action on that when we can clear all of this up right now.

Rector: So do you have a question, Ms. Crittenden?

Secretary: I understand what Mr. Hill is saying, but he said that, for clarity, he said that if he were elected rector, it would only be for one year. But that isn't correct because right now we elect these officers

for two years, unless the bylaws changed. So all of the people that will be appointed this time around it's for two-year term.

Rector: At this point, Thursa, what we're discussing is a motion for continuity, and that motion for continuity also included in it an amendment to the bylaws.

Secretary: Okay. I'm sorry, I understand. I missed that. I didn't hear that. Okay. Okay. I'm sorry. That's okay.

Rector: For the good of the order, if we approve this motion of continuity is that we have decided in a COVID-19 environment with the current landscape, that continuity is what the committee will recommend to the board and to amend the bylaws. Because they are our bylaws, at this point, we have a friendly amendment. If there aren't any other questions, let's move to Charlie's friendly amendment.

Secretary: I, said, that's fine. I did not hear that part. I was trying to take notes and trying to do a chronological order. So that's fine. Okay.

Currey: Speaking to the friendly amendment, I think that losing Mr. Hill as vice rector would be disruptive to the ultimate continuity. And I continue to feel that Dr. Brown would be an outstanding finance chair. So I'm not exactly sure how to say I'd prefer to go back to the original motion that to the extent that we're able to. So, with the exception of finance and institutional advancement that we can, that we stay with the current slate of officers and then separately per Ms. Hunter's suggestion, then we consider the two positions for institutional advancement and finance.

Rector: So the friendly amendment is declined, and we have a motion for continuity, and then our positions that are filled that we maintain those positions, and those positions that are vacant to include institutional advancement and facilities, finance, and audit chairs, and we will check with regards to the changes that we left. And we have a tentative motion, and I think that Ms. Taylor is going to provide us with some insight with regards to the motion. I would like to move on to the reaffirmation of the board documents and the bylaws revised and approved as of February 7th. The board Code of Ethics, the Statement of Governance, and Freedom of Information Rights and Responsibilities. I would accept a motion to reaffirm and approve these as drafted.

Vice Rector: Mr. Rector, I move that we approve the reaffirmation of the board documents.

Rector: Is there a second? The motion was properly moved and seconded that we reaffirm the board documents. Are we ready for the question? All those in favor? Opposed? Madam Secretary, please take a roll call vote for the committee, please.

Secretary: Pam Currey? Yes. Mr. Turnage for Mr. Flemming? Yes. Ms. Hunter? Yes. Mr. Sessoms? Yes. Mr. Hill? Yes. Mr. Stegmaier? Mr. Stegmaier doesn't have a vote as liaison. So, thank you. That's it.

Rector: So other board business includes the approval of our meeting schedule for 2020-2021. We will have five meetings programmed with August 6-7 being a retreat. I would suspect that there will probably be a closed meeting between now and then and that the committee will assemble in a forum like this. Meetings programmed for the 2020-2021 with the concurrent committee meetings on Thursday with board meeting on Friday and without the committee of the whole. So with that, I'll accept a motion to approve the meeting schedule as submitted for your review and approval.

Is there a second? It's been probably moved and seconded that we approve the proposed meeting schedule for the board of visitors. Are you ready for the question?

Redd: Excuse me. Ms. Taylor is here with me and she has a question for you.

Taylor: No, I just want to make a comment about the earlier discussion. You may want to break up your motions into three for your record. I'm just offering that as a suggestion for your bylaws amendment to be separate from your slate.

Rector: I'd like to stay right there for a moment. Just for a moment. Let me finish. I'm in the middle of taking the vote. All those in favor? Opposed? Madam Secretary, please take the roll call.

Secretary: Mr. Winstead? Yes. Ms. Currey? Yes. Mr. Turnage for Mr. Flemming? Yes. Mr. Hill? Yes. Ms. Hunter? Yes. Mr. Sessoms? Yes. Thank you.

Rector: Thank you, Ms. Crittenden. Ms. Taylor, give us a perspective on the deficit acknowledgment form and the board's responsibility.

Taylor: Sure, Sure. Good morning. I'm in Dr. Redd's office. I just wanted to be able to give you all some, some background on this form. That is an annual requirement to be submitted to the Department of Planning and Budget. Basically, after every budget cycle, there is a budget bill that the Governor requires acknowledgment by its agency boards, which would be all the board of visitors then subsequent to this acknowledgment of receiving this notice, or copy of this budget bill, the board, then delegates to the agency head to sign an acknowledgement form and, and I think in your board package, the sample instructions as well as the form, and the code section that relates to that was included.

Taylor: What does assigning this acknowledgment really mean? When you go over the code section, Item 4-3.01. It's the Governor who can authorize a deficit for an agency and that's pretty much him. Then you go to what can the board, or what can't the board do. They can't enter any actions that would obligate or extend monies we don't have, meaning create a deficit. And then it speaks to capital projects in the obligation that if there is a deficit caused by board action, the commonwealth will not take care of that liability. And it may impute liability on board members. And it may cause board members. The Governor, then will take action, he may find the

board or specific board members subject to the vote, might find that they have not upheld their obligation to the public and may actually cause them to be removed.

Now, this form is in the packet. What has been happening in the past, which I'm not saying it's wrong...It's just we needed to change the order. We need to have a public acknowledgement of the board that they've actually received the notice and are aware prior to the president signing. What's been happening is the president signs and sends after the fact to acknowledge. But in that order, I believe it imputes liability on the president and I don't think that's the way...what the Code section intended. So all we need is just a public acknowledgement that you've received the budget bill, and that you delegate to him to sign the form.

Rector: Okay. And it is with this deficit acknowledgement of a deficit authorization. That we acknowledge that we know about the bill and the requirement. Yes, it is our acknowledgement. Do we confirm or is there some type of affidavit that we know that there is no deficit?

Taylor: I see what you're asking. I think I've actually looked at some case law related to this issue, and I think as long as the board has received information and trust that the information is provided, that will not. I think you're asking a liability question. It doesn't impute liability on you. It has basically to do with knowledge and board action. Does that make sense?

Rector: It does and it wasn't so much about liability because the liability is pretty specific in the document. I think what we want is to know that the document that has been processed in the past, the acknowledgment, or the existence of a deficit will come from the Governor's office.

Taylor: No actually, what typically happens if the institution books a deficit. There has to be notice sent to the Department of Planning and Budget and then the Governor has to weigh in on the deficit. If it's an authorized deficit that's when it becomes a problem. If they get noticed that the potential deficit is not due to things within the control of the university, then there's not really an issue. If there are decisions made that create the deficit, it's more... don't create the deficit...You're really acknowledging that you're not gonna add to create a deficit.

Rector: Okay, we'll leave this to Dr. Abdullah to handle as you have signed this document in the past, and you understand the issues here.

Taylor: And it's a simple thing and he can sign and it's just that you have to create a record that you've received the budget bill that you understand the obligation and then just put it on the record. You can do it in minutes without a resolution.

Rector: Got it. Thank you very much...We don't need to do a resolution. We just need to...we will include this in the approvals that the board acknowledges this bill and we'll handle it as necessary.

Okay, now, if we go to our motion and take the advice from our general counsel, to do this in three separate motions, I would accept a motion, Ms. Currey, for continuity. And we will get the specifics. We'll let Dr. Redd will work the specifics along with General Counsel?

Rector: Motion one is for continuity, Motion two is an amendment to the bylaws, and Motion three is to elect the vacancies.

Currey: So moved for each of those if it we do it that way.

Rector: I think we can because it's in the spirit of it and we'll get the details worked out by later today. Is there a second?

Hunter: Second.

Rector: Again, it has been properly seconded for the three motions with regards to nomination and elections. One is for continuity on the board, second for a modification and amendment to the bylaws, and third to nominate and elect vacancies. Are you ready for the question? All those in favor? Opposed? Madam Secretary, please call the roll.

Secretary: Mr. Winstead? Yes. Ms. Currey? Yes. Mr. Turnage for Mr. Flemming? Yes. Mr. Hill? Yes. Ms. Hunter? Yes. Mr. Sessoms? Yes.

Rector: Thank you very much. We will present our recommendations to the board assembled this afternoon and at this point, I will take a motion to adjourn.

Vice Rector: So moved.

Currey: Second.

Rector: Thank you. See you at 11am.