

VIRGINIA STATE UNIVERSITY
ELECTRONIC BOARD OF VISITORS MEETING
DRAFT SCHEDULE AND AGENDA
(as of 5.15.20)

MAY 21, 2020 – 11:00 A.M.
All session times are approximate.

NO PUBLIC COMMENT PERIOD SCHEDULED

11:00 a.m.

Full Board Meeting Convened

Mr. Huron F. Winstead, Rector, Presiding

- Call to Order
- Roll Call
- Invocation
- Rector’s Remarks
- President’s Remarks
- Adjournment to Committee Sessions

COMMITTEE SESSIONS

(The Board will convene as a Committee of the Whole)

11:30 a.m.-1:00 p.m.

FACILITIES, FINANCE AND AUDIT COMMITTEE

Internal AuditMs. Sheila Alves, Chief Audit Executive

- **Approval Items**
 - Resolution to approve the Audit Committee Charter
 - Resolution to approve the Internal Audit Plan

Division of Finance..... Mr. Kevin Davenport, Vice President/CFO

- **Approval Items**
 - Resolution to approve FY 2020-2021 Operating Budget
 - Resolution to approve FY 2020-2021 Tuition & Fees
 - National Institute of Food and Agriculture (NIFA) Update
 - APA Audit Update

Division of AdministrationMr. Hubert Harris, Vice President

- **Information Items**
 - Technology Update

1:00 – 1:25 pm

Break

1:30 – 3:00 p.m.

ACADEMIC AND STUDENT AFFAIRS COMMITTEE

Division of Academic Affairs..... Dr. Donald Palm
Senior Vice President/Provost

- **Approval Items**
 - Promotion and Tenure Candidates (**CLOSED SESSION**)
- **Information Items – Academic Affairs**
 - Enrollment Update
 - Mr. Rodney Hall, Asst. VP, Enrollment Management
 - Dr. Tia Minnis, Associate Vice Provost/Executive Director, OPIE
 - Student Success & Engagement (SSE)Ms. Regina Barnett-Tyler
Interim Associate Vice President, SSE
 - Academic Affairs Update.....Dr. Donald Palm
 - Spring Semester 2020 Remote Instruction
 - Task Force, Fall 2020 Plans to Reopen

Division of AdministrationMr. Hubert Harris, Vice President

- **Information Items**
 - Campus Safety Report

3:00 – 3:45 p.m.

INSTITUTIONAL ADVANCEMENT (IA) COMMITTEE

- **Information Items**
 - Government Relations Update..... Mr. Eldon Burton, Director
 - Communications Update Dr. Gwendolyn Dandridge
Interim Director
 - Division Updates Ms. Charmica Epps
Interim Associate Vice President

3:45 – 4:00 p.m.

PERSONNEL AND COMPENSATION COMMITTEE

- **Information Items**
 - President’s Performance Evaluation, 2019-2020
 - Board Assessment
 - Climate Survey

4:00 – 4:10 p.m.

Break

4:15 – 5:00 p.m.

BOARD APPROVALS

- **MINUTES**
 - Full Board Meeting: February 7, 2020

- **EXECUTIVE COMMITTEE**
 - 2020-2022 Election of Officers
 - 2020-2021 Board Meeting Schedule
 - Board Bylaws (revised & approved 2/7/2020)
 - Board Code of Ethics
 - Board Statement of Governance
 - Board FOIA Rights and Responsibilities

- **FACILITIES, FINANCE & AUDIT**
 - **Approval Items**
 - Resolution to approve the Audit Committee Charter
 - Resolution to approve the Internal Audit Plan
 - Resolution to approve FY 2020-2021 Operating Budget
 - Resolution to approve FY 2020-2021 Tuition & Fees

- **ACADEMIC AND STUDENT AFFAIRS**
 - **Approval Items –**
 - Promotion and Tenure Candidates
 - **Reports of Faculty and Student Representatives to the Board**
 - Mr. Joshua Hines, Student Representative to the Board
 - Dr. Zoe Spencer, Faculty Representative to the Board
 - Ms. Paula McCapes, Chair, Staff Senate

- **INSTITUTIONAL ADVANCEMENT**
 - **Approval Items – None**

- **PERSONNEL AND COMPENSATION**
 - **Approval Items - None**

- **Legal/Closed Session/Other Business (*if necessary*)**
- **Board Retreat Action Plan Follow-up: Board’s Self-Evaluation**
- **Announcements**
- **Adjournment**

VIRGINIA STATE UNIVERSITY BOARD OF VISITORS
APPROVED ELECTRONIC BOARD MEETING MINUTES
11:00 a.m., Thursday, May 21, 2020
(Minutes Approved, 6/12/20)

CALL TO ORDER

Mr. Huron Winstead, Rector, called the meeting of the Virginia State University (VSU) Board of Visitors (Board) to order at approximately 11:00 a.m. The meeting was held by means of electronic communication and livestreamed for public access.

ROLL CALL

A quorum was present.

Board Members Present:

Mr. Huron F. Winstead, Rector
Mr. Charlie W. Hill, Vice Rector
Ms. Thursa Crittenden, Secretary
Dr. Valerie Brown
Ms. Pamela A. Currey
Dr. Daryl C. Dance
Mr. Michael Flemming (*absent*)
Mr. Raul Herrera
Ms. Jennifer Hunter
Mr. Xavier Richardson (*departed approximately 2:15 pm*)
Mr. Glenn Sessoms
Mr. James J.L. Stegmaier
Mr. Wayne Turnage
Mr. Gregory Whirley
Dr. Maxine Sample (*sat in for the Faculty Representative to the Board*)
Mr. Kameron Gray, Student Representative to the Board

Administration Present:

Dr. Makola Abdullah, President
Dr. Donald Palm, Provost/Vice President for Academic Affairs
Dr. Annie C. Redd, Special Assistant to the President/Board Liaison
Hubert Harris, Vice President for Administration
Charmica Epps, Interim Associate Vice President for Institutional Advancement
Dr. G. Dale Wesson, Vice President for Research and Economic Development
Regina Barnett-Tyler, Interim Associate Vice President for Student Success and Engagement
Rodney Hall, Assistant Vice President, Enrollment Management
Sheila Alves, Chief Audit Executive, Internal Audit
Dr. Gwendolyn Dandridge, Communications
Eldon Burton, Director of Government Relations
Tanya Simmons, Director, Human Resources

Legal Counsel Present:

Ramona Taylor, University Legal Counsel

Other Attendees:

Christy Johnson-Oliver, Registered Nurse, Student Health Center

Travis Edmonds, Information Technology

Yourdonus James, Office of Conference Services

Perry Evans, Office of Conference Services

Sandra Williams, Office of Conference Services

Paula McCapes, Chair, Staff Senate

Monica Brown, Incoming Chair, Staff Senate

Malika Blume, Internal Audit

Tasha Owens, Internal Audit

Adrian Petway, Budget Office

Ben Houck, Finance

OPENING REMARKS

Rector Winstead invited Mr. Rodney Hall to give the invocation.

RECTOR'S REMARKS

Rector Winstead addressed the impact of COVID-19 in general and on Virginia State University, in particular. He commended President Abdullah and the leadership team for their efforts to be responsive to the declared state of emergency in timely evacuating the campus, handling the transition from on-campus to remote instruction to salvage the spring semester, and for the fiscal compassion in providing rebates to students.

The Rector recognized and expressed appreciation to several members for their service to the Board and Virginia State University. Dr. Darryl Dance and Ms. Jennifer Hunter have served two-terms on the board, and their appointments will expire on June 30, 2020. Ms. Pamela Curry and Mr. James Stegmaier have served their first terms which will end June 30, 2020.

The Rector stated that the Board would not conduct closed sessions for the internal auditor's annual report, promotion and tenure, and the president's evaluation at this meeting. The closed sessions will be tabled until the Board has a face to face meeting, possibly the August 6th and 7th meeting Annual Retreat and Board meeting.

PRESIDENT'S REMARKS

President Abdullah expressed gratitude to the faculty and students for their cooperation in the transition to remote instruction. He also commended the staff and administrators as they converted to teleworking from remote locations. President Abdullah expressed appreciation to Rector Winstead and the Board for their support during this very difficult time. He also recognized Dr. Dance and Ms. Hunter for their service to the Board.

President Abdullah expressed appreciation to Joshua Hines, immediate past president of the Student Government Association, who graduated with the spring 2020 class. He introduced Kameron Gray, the new SGA president who would make a presentation later in the meeting.

President Abdullah introduced Ms. Christy Johnson-Oliver, FNP-C, VSU Health Center Clinical Coordinator, to provide a comprehensive COVID-19 report on the novel coronavirus and its current impact on VSU and the Commonwealth of Virginia. Ms. Johnson-Oliver stated that the VSU Health and Wellness center continues to update the students via the Student Health Twitter page and provide assistance via the Student Health portal and email. The Center is preparing for fall 2020 by collaborating with Southside Regional Medical Center, the Chesterfield County Health Department and the VSU Task Force 2020. VSU will face challenges if it opens for face-to-face instruction such as personal protective equipment, testing, clinical staffing, social distancing protocols, and other needs to adequately provide protection for students.

President Abdullah informed the Board that at this point, the University is planning by creating several scenarios for re-opening for the fall semester. Although he believes face-to-face instruction is the best way to provide a quality education, the administration must consider the health and safety of students, faculty, and staff. He then shared a timeline of COVID-19 related campus events and decisions from March 7th.

The President stated that he is already seeing a decrease in the number of students who have enrolled for the fall semester. In a best-case scenario, he projects a 10% reduction in enrollment from the financial implications that have already happened from COVID-19. The next scenario considers a 25% reduction with a limited number of students on campus practicing a level of social distancing. The worse case scenario considers a 30 to 40% reduction. These scenarios will be reflected in the presentations from Finance, Enrollment Management, and Academic Affairs.

President Abdullah informed the Board he serves as a member of the Governor's statewide education committee on re-opening schools; therefore, VSU will have access to information and recommendations from the state. In addition, VSU will benefit from the President's association with the Council on Presidents of Virginia higher education institutions.

The Rector then called for committee presentations in the Committee as a Whole format.

COMMITTEE REPORTS

Facilities, Finance and Audit Committee

(Committee Members Present: Brown, Herrera, Hill, Stegmaier, Turnage, Whirley, Winstead)

Internal Audit

Ms. Alves presented an update on Internal Audit's priorities for the year and an updated breakdown of hotline cases, special investigations, and the corrective action plan. She briefed the Committee on how the temporary suspension of internal and external audit work due to COVID-Modified 6.17.20

19 will affect the audit timeline. She emphasized the importance of clearing charge card items as well as assessing risk and potential liabilities related to NIFA and to receivables. Ms. Alves stated that the liability in that (NIFA) item from an unallowable perspective is about \$8.2 million. The other item is some account receivables from the perspective of trying to receive is about \$11 million uncollectibles.

Visitors asked questions about CARES Act funding and what steps have been taken to ensure that the University is spending these funds in accordance with regulations. Ms. Alves stated that the funds have been disbursed, so any review at this point by Internal Audit would be reactive. She also stated that she received communication from APA that they would be performing checks on how universities distributed CARES Act funds. A Visitor requested that Internal Audit should be involved in watching the CARES Act Funds in a consulting function to assist the CFO and others and make certain VSU is spending the funds according to the rules.

Ms. Alves stated that Internal Audit will be paying more attention to the additional employment of paper free processes for employees that are teleworking. She emphasized that there is opportunity in this area to add value through process improvement and further elimination of paper-based processes.

Ms. Alves highlighted the importance of looking at risks that were present before COVID-19 and addressing those risks to increase chances of surviving additional challenges imposed by the pandemic. Visitors asked follow up questions regarding the main areas of risk seen by her department and about approval items. Ms. Alves replied to these questions and also stated that she is seeking approval of the Audit Charter and Audit Plan.

Technology Services

Mr. Harris provided an update on the recent areas of emphasis for technology including providing support for emergency procurements to move to online instruction, updating communications related to COVID-19, assisting in the implementation of flexible solutions for pass/fail, providing video conferencing solutions, creating virtual labs for continuity of instruction, moving to a remote help desk and a contact center based from home offices, and helping with connectivity hardware and security issues. He stated that COVID-19 is a reflection on why it was necessary to be prepared to operate as a digital campus and place priority on automation of business processes and document management. COVID-19 has also highlighted additional technology shortfalls including the need for more software options for home computers, virtualizing labs, using artificial intelligence to assist in searching the website, and addressing digital divide related challenges.

Visitors asked about costs related to virtualization of the computer lab. Mr. Harris stated that Dr. Abdullah has directed him to look into this matter. Mr. Harris discussed challenges related to addressing the digital divide - both technical and non-technical. He stated that he will get this information to Visitors as soon as possible. Visitors asked about computer virus prevention. Mr. Harris discussed various protocols for preventing cyber-attacks in the current work paradigm.

Visitors asked about moving the data center to Tier 3. Mr. Harris stated that technology is in the process of determining what that transition would cost, stating that Chesterfield is also in the process of moving its data center to Tier 3. Visitors asked for an estimate of what has been budgeted in FY21 for moving the data center to Tier 3. Mr. Harris replied to these questions discussing the amount originally approved in the Governor's budget, uncertainty around these amounts as a result of the pandemic, and possible solutions for self-funding these initiatives going forward.

Division of Finance

Mr. Davenport discussed the conservative approach taken in this budget, stating that this budget assumes a 10% reduction in enrollment and constant state funding support. He stated that he has received notification from the state that it is possible that VSU receives a reduction of appropriation up to 15%. He also stated that he is unaware of other institutions budgeting for this possible reduction. Mr. Davenport also demonstrated how this budgeted reduction of enrollment reduces budgeted revenues on the E&G and auxiliary sides.

Mr. Davenport stated that, given the current economic uncertainty, he recommends leaving financial controls in place such as the freeze on nonessential purchases of goods and restriction to only mission critical hiring. He outlined a plan to limit the amount of budget loaded until a greater understanding is reached on key revenue and expense drivers. He elaborated on the uncertainty surrounding financial aid, stating that students rely on endowments and there may be situations where certain endowments are unable to pay out, stating that Finance will need to be cautious and flexible with its approach to supporting financial aid moving into the next year and that this approach will involve a continued evaluation of students' ability to pay.

Mr. Davenport stated that Finance is considering all of the different revenue losses that might occur. He summarized the process and amounts relating to the room and board refunds that took place following the abbreviated spring semester. Visitors asked what is being done differently in response to the additional challenges of COVID-19 to address weakening financial health. Mr. Davenport responded discussing various scenarios that the administration is considering, rapid enactment of freezes on certain spending and hiring, planned budget reductions, and prompt and transparent communication with the campus community.

Visitors acknowledged the importance of approving a budget during this meeting as well as the realities of the uncertainties surrounding numerous factors such as funding and revenue sources. Visitors stated that the approval of this budget is granted with the understanding that the Committee will meet regularly through January 2021 to modify the budget as needed. Visitors asked follow up questions about possible reductions in enrollment. Dr. Abdullah stated that he concurs with the thoughts of the Visitors, adding that even if the University is able to open for face to face instruction, the University is expected to incur additional costs related to student health. He stated the objective to bring forth an updated budget each meeting to keep Visitors abreast of changes. Dr. Sample stated that additional costs for instruction may be necessary to transition to a new environment of online learning and that across the board cuts may not suffice in reaching these objectives. Mr. Davenport emphasized that the current administration has never

taken the approach of across the board cuts and will continue to be mindful about ensuring instruction necessary funding.

Mr. Davenport presented several scenarios regarding enrollment outcomes, including consideration of how social distancing protocols might affect residence life, possible impacts on E&G and auxiliary budgets, and consideration of the feasibility of a comprehensive fee in each of the scenarios. Visitors asked which scenario the administration sees as most likely. Mr. Davenport stated it is expected that the most likely scenario is the one on which the budget is based.

Visitors asked whether there is a new trigger point for enrollment with respect to financial exigency. Mr. Davenport responded that he does not think the University is at a point where it will be necessary to declare financial exigency, emphasizing his view that, unless a scenario occurs where students are not able to return to campus, he views expenditure controls as sufficient. Dr. Abdullah added that financial exigency can be viewed as a tool that enables a university to restructure in a certain way, adding that he is not taking any tools off the table, but does not anticipate needing to make use of that tool. Visitors suggested the idea of having monthly Finance Committee meetings over the immediate horizon so that Committee members can be kept fully abreast of shifting factors in the current landscape of uncertainty and get ahead of any potential problems.

Visitors asked questions about using COVID-19 as an opportunity to make hard decisions to support the organization. Visitors also asked if the University has sufficient cash reserves to cover worst case scenarios. Dr. Abdullah clarified that the administration does not plan on funding any budget deficits with reserves but will reduce expenditures accordingly. He stated that debt service obligations on residence halls will be due whether the halls are utilized or not, and that these payments absent revenue will be covered by reserves. Visitors emphasized that all tools in the financial toolbox will be necessary, asking further about opportunities that may be present during this crisis, such as recruiting local students who may be less inclined to return to out of state institutions.

Mr. Davenport outlined the rationale for foregoing the tuition and fee increases that had been planned prior to the COVID-19 crisis. In an effort to provide some support and relief to students and families, the administration would not recommend any tuition and fee increases for 2020-2021. Mr. Davenport also presented an overview of the distribution of CARES Act funds.

Mr. Davenport presented the quarterly financial statements, outlining variances in major categories for budget to actual and actual to actual, highlighting the fact that the University was on track for a great year financially prior to the COVID-19 crisis. Visitors asked follow up questions about auxiliary reserves. Mr. Davenport provided information in response regarding reserve levels and payments made from reserves for which he expects reimbursement, such as expenditures made to keep the Replace Daniels Gym project going and the room and board refunds. Visitors asked further questions about the Multipurpose Center (MPC). Mr. Davenport discussed the strategy with respect to MPC, highlighting the recent success of certain events

hosted at the facility prior to the COVID-19 crisis as well as several phases of spending cuts that will take place within the Spectra contract to adjust for the inability to host big venue shows in the current environment.

Mr. Davenport presented an update on the review of possible obligations related to NIFA, outlining his plan to meet with Dr. McKinnie and Dr. Mersie. He stated his objective to take a further look at all services being provided by the University to the School of Agriculture and ensure that the University is being properly compensated for services and that all payments are in compliance with NIFA regulations. Trustees asked follow up questions regarding the amounts estimated to be owed to NIFA. Mr. Davenport provided an update on his correspondence with NIFA related to the remaining \$2.5 million owed to NIFA as a result of Single Audit Finding 2017-087 as well as the ongoing review regarding the \$1.3 million expenditure of state match funds via the CAREO program. Visitors asked followed up questions regarding the objectives of Mr. Davenport's planned work session with Dr. McKinnie and Dr. Mersie. Mr. Davenport discussed his goal to close persistent gaps in understanding.

Mr. Davenport provided an update on the APA audit, emphasizing that despite the real impact that the challenges of the current work environment have had on staff, he is reasonably satisfied with the progress on the audit. Visitors emphasized that many of the issues faced by the University were present before COVID- 19, but that COVID-19 has made these issues harder to deal with, emphasizing the importance of continuing to move towards resolution of issues present prior to the crisis.

The Rector accepted the recommendation that the FFA Committee meet monthly with the Finance/CFO and team to sort out the budget.

Academic and Student Affairs Committee

(Committee Members Present: Currey, Dance, Hill, Richardson, Turnage, Whirley, Winstead, Sample)

Mr. Rodney Hall, Assistant Vice President for Enrollment Management, reported the fall 2020 enrollment numbers are higher than fall 2018 and 2019 with significant increases in admissions and engagement for the Freshmen Class. Deposits received as of 5/14/2020 are lower than fall 2019 at this time due to the uncertainty caused by the Covid-19 pandemic. Transfer enrollment numbers are lower than fall 2018 and 2019 across all categories. Mr. Hall also reported that student outreach now includes the Future Trojan Program which features bio pics of incoming freshmen.

Dr. Tia Minnis, Associate Vice-Provost for Academic Affairs, provided the Student Remote Instruction Survey results that internet access and technology/computer issues, as well as home environment and financial issues are the major factors negatively impacting online learning activities for 42% of the 196 respondents. The student survey of fall 2020 Instruction Delivery Methods responses indicate a strong student preference for Face to Face instruction for fall 2020.

93% of are likely to return if classes begin on time in the traditional on-campus setting, compared to 65% likely to return to the on-line/remote learning environment.

Ms. Regina Barrett-Tyler, Interim Associate Vice President and Executive Director, TRIO Programs, stated that Student Success and Engagement has supported students during the pandemic by securing resources for students to travel home and housing for students identified as homeless. Constant communication with students and parents through weekly contacts via social media and the ACE online advisement and registration process. Virtual student engagement proposals include SGA, Royal Court, class officer and Trojans Activity Board elections and virtual Spirit Week activities. Pre-hearing and hearings were conducted via WebEx. Students, faculty and staff have been connected via remote job opportunities, virtual networking events, webinars and remote professional conferences.

Dr. Donald Palm, Provost, detailed the transition to remote instruction; shifting 1371 face-to-face courses to online classes to allow the continuation of the spring 2020 semester. During fall 2020 1,423 courses are projected to be converted to on-line/remote instruction. A key component of a successful transition is faculty training utilizing teaching ambassadors/peers, distance education workshops and one on one training sessions when necessary. Available resources include instructional websites for students and faculty, weekly updates and online support. The transition to remote instruction also required an emergency pass/fail grading option, remote advisement, online thesis defense and updated research guidelines for Sponsored Programs.

The Academic Center for Excellence conducted telephone outreach to over 800 freshmen, re-engaged students via text and assisted the Admissions office by calling over 500 potential VSU students. The fall 2020 Task Force will explore multiple options and provide sound recommendations for reopening and providing protection and safety against Covid-19. Dr. Palm also advised that the Climate Survey process was paused on March 27th.

Institutional Advancement Committee

(Committee Members Present: Hunter, Brown, Crittenden, Currey, Dance, Richardson, Sessoms, Winstead)

Mr. Eldon Burton, Director of Government Relations, reported on the myriad sources of pandemic related funding available including higher education emergency relief provided by the CARES Act. The Heroes Act provides an additional \$1.7 billion in direct emergency funding to HBCU's and MSI's and removes the \$62 million cap on mandatory funding for the HBCU Capital Financing Program. Mr. Burton noted that President Abdullah led the efforts to request an additional \$1.5 billion for HBCU's from the House Education Committee and spoke with national media to advocate on behalf of all Black colleges and universities.

President Abdullah introduced Dr. Gwendolyn Dandridge who is serving as the interim Director of Communications. Dr. Dandridge gave an update and timeline on strategic communication implemented since COVID-19 started. The University took an approach that it was better in this

environment to over communicate and to be transparent with our constituents as to eliminate some of the anxiety or uncertainty that they may have been feeling during this time. The University set up a webpage to maintain all related correspondence sent out by email to the VSU community. The webpage was also available to local media and the external community. In addition, President Abdullah participated in several media interviews, and the print media featured the University in stories such as VSU doctoral students defending their dissertations online and VSU producing face shields for the local hospital in Petersburg. We implemented a very aggressive communications plan for the fall 2020 to disseminate information to our students. Our primary focus is to keep the VSU community, especially our students, informed as the University navigates and makes decisions that will impact them.

Ms. Charmica Epps, Interim Associate Vice President for Institutional Advancement, presented the fundraising dashboard report as of May 11. The report showed a decline in philanthropic support as of this date in non-charitable. The decline is attributed to mostly cancellation or postponement of the Foundation Gala and Alumni Weekend events planned for April 2020. There is a difference of almost a hundred thousand dollars in the total fundraising dashboard amount to date. IA has seen an increase in our alumni as they are engaging, making gifts, and supporting the institution. Donations from the faculty and staff increased this year compared to last year.

Ms. Epps shared several fundraising efforts relevant to the COVID-19 pandemic. The Trojans Together initiative which supported the Trojans Spirit Fund that provides assistance to our students with some of the hard pressing needs; the \$25,000 challenge gift from the VSU Real Estate Foundation; and Giving Tuesday on May 5, 2020. In addition, IA received a grant award from Wells Fargo in the amount of \$20,000 to help students in response to COVID-19. The VSU Foundation facilitated submission of a proposal to Bank of America for \$150,000 to support the technology needs of the University.

Ms. Hunter commented that although there is a hiring freeze, the administration should consider opportunities to bring on additional staff in Institutional Advancement to help secure funding for the institution.

Personnel, Compensation & Governance Committee

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

Mr. Glenn Sessoms stated that the Board's discussion with the President regarding the annual performance review would be tabled until the Board gathers in a face-to-face meeting. In addition, the purchase of a Board's evaluation tool would be postponed. Mr. Sessoms indicated he was in agreement with the manner in which the University planned to handle the Climate Survey in a collaboration with the Faculty Senate.

BOARD APPROVALS

The Board's new officers, committee chairs, and liaisons for 2020-2021 are:

- Mr. Huron Winstead, Rector
- Mr. Charlie Hill, Vice Rector
- Ms. Thursa Crittenden, Secretary
- Ms. Pamela Currey; Chair, Academic and Student Affairs Committee
- Dr. Valerie Brown; Chair, Facilities, Finance and Audit Committee
- Mr. Xavier Richardson; Chair, Institutional Advancement
- Mr. Glenn Sessoms; Chair, Personnel, Compensation and Governance Committee
- Mr. James Stegmaier, Liaison to the Real Estate Foundation
- Mr. Raul Herrera, Liaison to the VSU Foundation

The Board approved the February 7, 2020 Board Meeting minutes (APPROVED). The motion carried by roll call with 13 votes. Mr. Michael Flemming was absent.

The Board approved the motion to allow the sitting officers of the Board to continue in their current roles for continuity of leadership during this pandemic and to waive the Board's current election provisions for any office currently occupied (APPROVED). The motion carried by roll call with 11 votes for and 2 votes against. Mr. Michael Flemming was absent.

The Board approved the motion to amend its current bylaws, specifically Article II and Article III, to change the term for officers from two years to one year and that annual elections versus bi-annual elections will be held by the Board. A friendly amendment was offered that this would just be a onetime change due to the emergency situation posed by the COVID-19 pandemic. When the board elects officers next year, the terms will revert to the standard two year terms. The amended motion carried by roll call with 11 votes for, 2 votes against. Mr. Michael Flemming was absent.

The Board approved the motion to proceed with nominations from the floor for the officer positions which will be vacated June 30, 2020, which include Chair of the Institutional Advancement Committee, the Chair of the Facilities, Finance and Audit Committee (APPROVED). An amendment was offered to add the position of vice rector. The motion carried by roll call with 13 votes. Mr. Michael Flemming was absent.

The Board approved the motion to appoint Mr. Xavier Richardson as Chair, Institutional Advancement Committee (APPROVED). The motion carried by roll call with 13 votes. Mr. Michael Flemming was absent.

The Board deliberated on the nominations of Mr. Gregory Whirley and Dr. Valerie Brown for the position of Chair, Facilities, Finance and Audit Committee. Dr. Brown received 8 votes and

Mr. Whirley received 3 votes. Dr. Valerie Brown abstained; Mr. Michael Flemming and Mr. Xavier Richardson were absent.

The Board approved the motion to elect Mr. Charlie Hill to the position of Vice Rector (APPROVED). The motion carried by roll call with 12 votes. Mr. Michael Flemming and Mr. Xavier Richardson were absent.

The Board approved the 2020-2021 Board Meeting Schedule (APPROVED). The motion carried by roll call vote with 12 votes. Mr. Michael Flemming and Mr. Xavier Richardson were absent.

The Board reaffirmed the Board's Code of Ethics without revision (APPROVED). The motion(s) carried by roll call with 12 votes. Mr. Michael Flemming and Mr. Xavier Richardson were absent.

The Board reaffirmed the Statement of Governance without revision (APPROVED). The motion(s) carried by roll call with 12 votes. Mr. Michael Flemming and Mr. Xavier Richardson were absent.

The Board reaffirmed the FOIA Rights and Responsibilities without revision (APPROVED). The motion carried by roll call with 12 votes. Mr. Michael Flemming and Mr. Xavier Richardson were absent.

The Board approved the Resolution for Approval of FY 2020-2021 Operating Budget (APPROVED). A friendly amendment was offered that the Facilities, Finance and Audit Committee would meet monthly with VSU until January 2021. The motion carried by roll call with 12 votes. Mr. Michael Flemming and Mr. Xavier Richardson were absent.

The Board approved the Resolution for Approval of FY 2020-2021 Tuition, Room and Board Fee Schedule (APPROVED). The motion carried with 12 votes. Mr. Michael Flemming and Mr. Xavier Richardson were absent.

The Board approved the Resolution for Approval of the 2020-2021 Internal Audit Plan (APPROVED). The motion carried by roll call with 12 votes. Mr. Michael Flemming and Mr. Xavier Richardson were absent.

The Board approved the Resolution to revise and approve the Internal Audit Charter (APPROVED). The motion carried by roll call with 12 votes. Mr. Michael Flemming and Mr. Xavier Richardson were absent.

The Board acknowledged the Deficit Provision Acknowledgment Form and delegated authority to the President to sign the form as the Head of the Agency by roll call. Mr. Michael Flemming and Mr. Xavier Richardson were absent.

Reports of Faculty and Student Representatives to the Board

President Abdullah introduced Kameron Gray, incoming Student Government President and Student Representative to the Board. Dr. Maxine Sample, Vice Chair of the Faculty Senate, shared information on issues being addressed by the Faculty Senate. Ms. Paula McCapes, Chair of the Staff Senate, gave remarks on behalf of the staff and introduced Ms. Monica Brown, the incoming Chair.

ADJOURNMENT

There being no further business, the Rector adjourned the meeting at approximately 6:30 p.m.

Huron Winstead, Rector

Thursa D. Crittenden, Secretary

Date

Date

**VIRGINIA STATE UNIVERSITY
BOARD OF VISITORS**

**RESOLUTION AUTHORIZING THE OPERATING BUDGET FOR
FISCAL YEAR 2020-2021**

May 21, 2020

WHEREAS, the Board of Visitors, has today given consideration and approved tuition and fee rates for Fiscal Year 2020-2021, within the limits set by the Commonwealth of Virginia as proposed by the Governor, based on the 2019 Virginia Acts of Assembly, Chapter 854; and

WHEREAS, the tuition and fee rates approved for Fiscal Year 2020-2021 as presented by the Administration are deemed reasonable and consistent with past Appropriation Acts; and

WHEREAS, the appropriations to the University, which authorize the state funding and spending authority for the University, including the Cooperative Extension and Agricultural Research Services budget, but not including local University or VSU Foundation funding, are limited to the amounts and conditions in the Act; and

WHEREAS, the University has forecast revenue collections from all sources for Fiscal Year 2020-2021, based on conservatively anticipated enrollment levels; and

NOW, THEREFORE, BE IT RESOLVED, the Board of Visitors approves the Proposed Operating Budget appearing on the attached Table I; and

BE IT FURTHER RESOLVED THAT, the Board of Visitors approves the Educational and General (E&G) Budget appearing on the attached Table I; and

BE IT FURTHER RESOLVED THAT, the Board of Visitors approves the budgeted amounts for the Auxiliary Enterprise programs as appearing on Schedule I; and

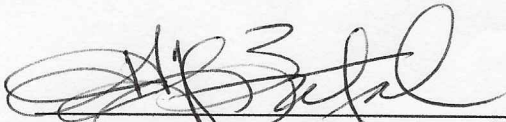
BE IT FURTHER RESOLVED THAT, the Board of Visitors approves the budgeted amounts for the Cooperative Extension and Agricultural Research Services ("CEARS") programs as appearing on Schedule II; and

BE IT FURTHER RESOLVED THAT, the Board of Visitors approves expenditures in support of Sponsored Programs that have been properly awarded to the University and up to the amounts for which cash will be made available during the course of Fiscal Year 2020-2021 or as appearing in Table I; and

BE IT FURTHER RESOLVED THAT, the Board of Visitors authorizes the President to allocate and cause to be expended tuition, room, board, comprehensive and other fees collected beyond base projections, up to the amount appropriated and adjustments required

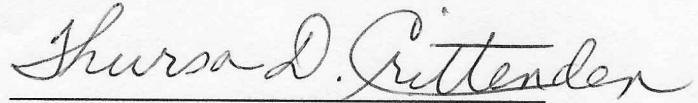
and allowed by language in the Act, any additional General Fund Appropriation which may be incorporated in the final Appropriation Act and also to reallocate and expend all unexpended fiscal year 2019-2020 Educational and General and Auxiliary Enterprise funding that may be re-appropriated for use in fiscal year 2020-2021 and to expend local funds available to the University should the need arise; and

BE IT FURTHER RESOLVED THAT, the University President shall provide to the Board, at its next regular scheduled board meeting, a presentation of the actual budget distribution.



Huron F. Winstead, Rector

5.21.20
Date



Thursa D. Crittenden, Secretary

5.21.20
Date

**BOARD OF VISITORS
RESOLUTION AUTHORIZING THE
TUITION AND FEES FOR ACADEMIC YEAR 2020-2021**

May 21, 2020

WHEREAS, the Commonwealth of Virginia funding policies and the impact of the economic forecast for the foreseeable future contained in the 2020-2022 Biennium Appropriations Act ("Act"); and

WHEREAS, the Act requires each institution to communicate its tuition and fee policy, as approved by the Board of Visitors to the Secretary of Education, the State Council of Higher Education for Virginia ("SCHEV"), and the Chairs of the House Appropriations and Senate Finance Committee by May 15 of each fiscal year; and

WHEREAS, the recent COVID-19 pandemic made it impractical for the Board to meet safely to conduct University business until the Governor enacted temporary provisions allowing the lawful electronic meeting on these matters; and

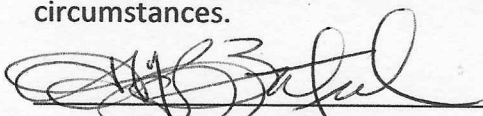
WHEREAS, the Board of Visitors has considered the proposed schedule of tuition, room, board, comprehensive and miscellaneous fees, identified as Schedules A, B, C, D and E (attached); and

WHEREAS, the rates set for tuition, room, board, comprehensive and miscellaneous fees, together with administrative actions to control costs, are intended to provide adequate coverage for basic instructional activities, related administrative support, other program and operating costs, and adequate debt service reserves for past and future construction projects utilizing bond funds.

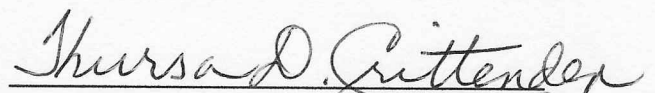
NOW, THEREFORE, BE IT RESOLVED THAT, the Board of Visitors of Virginia State University approves the tuition, room, board, comprehensive and miscellaneous fees, found on Schedules A, B, C, D, and E, to be charged to students during the 2020-2021 academic year; and

BE IT FURTHER RESOLVED THAT, the President shall monitor any subsequent actions of the General Assembly between now and the beginning of Fiscal Year 2021 for legislative impacts on funding and tuition and fee policy. The President shall implement such changes required by legislation in a timely manner, and shall report those actions to the Board of Visitors at its next regularly scheduled meeting; and

BE IT FURTHER RESOLVED THAT, the President is authorized to establish miscellaneous fees for items not listed in Schedule D, in response to emerging needs and changing circumstances.



Huron F. Winstead, Rector



Thursa D. Crittenden, Secretary

5. 21. 20

Date

5. 21. 20

Date

Resolution of
The Board of Visitors of
Virginia State University
To Approve
2020-2021 Internal Audit Plan
May 21, 2020

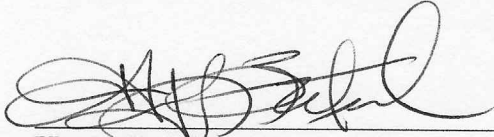
WHEREAS, the Board of Visitors may find it necessary to modify the audit plan scope of work and/or allocate Internal Audit Department resources to other areas based upon new discovery or vulnerability; and

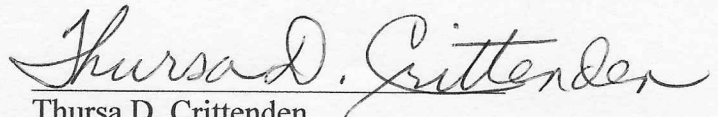
WHEREAS, the Chief Audit Executive proposes an audit plan to assist the Board of Visitors in its fiduciary responsibility; and

WHEREAS, the Chief Audit Executive has prepared a 2020-2021 Internal Audit Plan; and

WHEREAS, the Board of Visitors has reviewed the proposed 2020-2021 Internal Audit Plan; and

NOW, THEREFORE, BE IT RESOLVED that the Board of Visitors of Virginia State University approves the 2020-2021 Internal Audit Plan.


Huron F. Winstead
Rector


Thursa D. Crittenden
Secretary

5.21.20
Date

5.21.20
Date

Resolution of
The Board of Visitors of
Virginia State University
The Internal Audit Charter
Revision and Approval May 21, 2020

WHEREAS, the Facilities, Finance and Audit Committee, a subcommittee of the Board of Visitors, shall have control and oversight over all facilities and financial affairs of the University, and

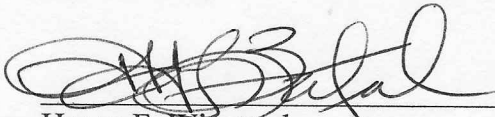
WHEREAS, the Committee will review the University's financial accounting and reporting processes, assess the effectiveness of the systems of internal control and risk management, governance, internal and external audit processes, and the University's process for monitoring compliance with laws and regulations and the Code of Ethics; and

WHEREAS, the Committee's Charter prescribes the independent oversight of internal audit, the annual review and approval of the Internal Audit Department Charter, and involvement with the quality assurance and improvement program; and

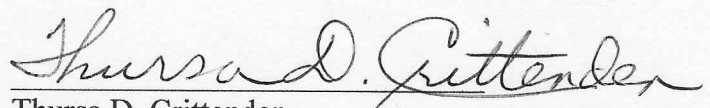
WHEREAS, the Institute of Internal Auditors' Standard 1000: Purpose, Authority, and Responsibility require the Internal Audit Department Charter to be periodically reviewed and presented to senior management and the Board for approval; and

WHEREAS, the Board of Visitors has reviewed the Internal Audit Charter; and

NOW, THEREFORE, BE IT FINALLY RESOLVED THAT the Facilities, Finance, and Audit Committee of the Board of Visitors of Virginia State University, the Board of Visitors, and the President approve the Internal Audit Charter.



Huron F. Winstead
Rector



Thursa D. Crittenden
Secretary

Makola M. Abdullah, Ph.D.
President

5.21.20

Date