

November 18, 2022 Board of Visitors Full Board Meeting: 11 am

11/18/2022 12:00:00 AM 11:00 AM - 03:00 PM



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Makola M. Abdullah, Ph.D.
President

VIRGINIA STATE UNIVERSITY
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MEMORANDUM

TO: Members, Virginia State University Board of Visitors

FROM: Makola M. Abdullah, Ph.D., President

SUBJECT: Materials for the November 17-18th Board of Visitors Meetings

DATE: November 10, 2022

Board materials are now available in the Diligent Board Books for your review for the upcoming meetings of the Virginia State University Board of Visitors. The book titled “Board of Visitors” contains general information such as a list of Board committees, the schedule of committee/board meetings, and the agenda for the Full Board meeting.

Diligent also contains individual books with meeting materials for each committee: Academic & Student Affairs; Institutional Advancement; and the Facilities, Finance & Audit Committee. Two board committees will not hold a public meeting in November 2022—the Audit & Compliance Committee & the Personnel, Compensation & Governance Committee.

Hotel accommodations are available at the Hilton Garden Inn Richmond, South located at 800 Southpark Boulevard, Colonial Heights, VA 23834, telephone number (804) 520-0600. Reserved parking on campus for Board members will be available in the lot adjacent to the Gateway Dining and Event Center. As a reminder, please display your Board parking pass on the dashboard of your car.

We look forward to seeing you at the next meeting. Please contact Dr. Annie C. Redd at 804/524-3340 or aredd@vsu.edu with questions or for clarification.

MMA:acr

2022-2023 Board Committees
As of 7.24.2022

Academic and Student Affairs	Personnel, Compensation & Governance
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Ms. Pamela Currey, Chair
 Dr. Christine Darden (Vice Chair)
 Mr. Thomas Cosgrove
 Dr. Leonard Haynes, III
 Mr. Edward Owens
 Dr. Valerie Brown, Rector (ex-officio)

Dr. Leonard Githinji (*Faculty Representative*) *
 Ms. Yania Campbell (*SGA Representative*) *

Mr. Glenn Sessoms, Chair
 Mr. Jon Moore (Vice Chair)
 Dr. Robert Denton, Jr.
 Dr. Harold Green, Jr.
 Mr. Michael Flemming
 Ms. Shavonne Gordon
 Mr. Wayne Turnage
 Dr. Valerie Brown, Rector (ex-officio)

Facilities & Finance	Institutional Advancement
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Mr. William Murray (Chair)
 Mr. Michael Flemming (Vice Chair)
 Mr. Victor Branch
 Mr. Thomas Cosgrove
 Mr. Wayne Turnage
 Dr. Valerie Brown, Rector (ex-officio)

Ms. Shavonne Gordon, Chair
 Mr. Edward Owens (Vice Chair)
 Mr. Victor Branch
 Ms. Pamela Currey
 Dr. Christine Darden
 Mr. Glenn Sessoms
 Ms. Brenda Stith-Finch, (Chair, VSU Foundation)
 Dr. Valerie K. Brown, Rector (ex-officio)

Audit & Compliance	Executive Committee
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Mr. Jon Moore, Chair
 Mr. William Murray (Vice Chair)
 Dr. Robert Denton, Jr.
 Dr. Harold Green, Jr.
 Dr. Leonard Haynes, III
 Dr. Valerie Brown, Rector (ex-officio)

Dr. Valerie Brown, Rector
 Mr. Glenn Sessoms, Vice Rector & Chair
 Dr. Christine Darden, Secretary
 Ms. Pamela Currey, Chair
 Ms. Shavonne Gordon, Chair
 Mr. William Murray, Chair
 Mr. Jon Moore, Chair

VSU Foundation Liaison	VSU Real Estate Foundation Liaison
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Mr. Jon Moore

Mr. William Murray

*Non-voting



**VIRGINIA STATE UNIVERSITY
BOARD OF VISITORS' MEETING SCHEDULE
NOVEMBER 17-18, 2022**

**All Committee and Full Board Meetings will be held at the
Gateway Dining & Event Center
2804 Martin Luther King Drive
(located on the VSU campus)**

Thursday, November 17, 2022

- **8:00 am – 8:45 am** *Breakfast*
- **9:00 am – 11:30 am** **Academic & Student Affairs Committee**
- **11:30 am – 12:15 pm** *Lunch*
- **12:30 pm – 2:00 pm** **Institutional Advancement Committee**

Friday, November 18, 2022

- **8:00 am – 8:45 am** *Breakfast*
- **9:00 am – 10:30 am** **Facilities & Finance Committee**
- **11:00 am – 12:00 pm** **Full Board Meeting**
- **12:00 pm – 12:45 pm** *Lunch*
- **1:00 pm – 3:00 p.m. (approx.)** **Full Board Meeting Re-convenes**

Revised 11.7.22

**VIRGINIA STATE UNIVERSITY BOARD OF VISITORS
FULL BOARD MEETING
11:00 A.M., FRIDAY, NOVEMBER 18, 2022
The Gateway Dining & Event Center
(on the campus of Virginia State University)
(No Public Comment Period Scheduled)**

DRAFT AGENDA

11:00 a.m. FULL BOARD MEETING CONVENED

Rector Valerie K. Brown, Presiding

- Roll Call (*Dr. Annie C. Redd*)
- Invocation (*Pastor Graham*)
- Rector’s Remarks
- Approval of Agenda
- Board Approvals
 - Minutes from Previous Meetings:
 - *September 16, 2022 Full Board Meeting*
 - *Policy 1125 – Policy on Participation by Electronic Communication*
 - *Revised Board Bylaws, November 11, 2022*
- President’s Remarks and Presentation..... Dr. Makola M. Abdullah

• **CLOSED SESSION**

- VSU Economic Development Corporation
- Honorary Degree Candidates
- Personnel Appointment

- *12:00 (tentative) Lunch break: Board Engagement Activity: Table Talk*

• **COMMITTEE REPORTS**

Academic & Student Affairs Committee

- **Action Item(s):** Honorary Degree Candidate
- **Information Item(s):**
 - Summary of Updates (Enrollment Management, Academic & Student Affairs Division)
 - Reports from the Faculty and Student Representatives
 - Dr. Leonard Githinji, Chair, Faculty Senate
 - Ms. Yania Campbell, President, Student Government Association
 - Remarks from the Staff Senate
 - Ms. Fran Thomas, Chair

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Institutional Advancement Committee

- **Action Item: None**

- **Information Item:**
 - Summary of Updates (Alumni Affairs, Institutional Advancement)

Facilities, Finance & Audit Committee

- **Approval Items:**
 - Resolution for Approval of Financing a Student Union Addition
 - Resolution for Approval of Establishing a Related Entity with the Virginia Gateway Region

- **Information Item:**
 - Summary of Updates (Division of Finance/Administration, Technology Services)

Personnel, Compensation & Governance Committee

- **Approval Item: None**

- **Information Items:**
 - Election of Board Officers
 - President's Annual Performance Evaluation

- **REPORT OF AFFILIATED FOUNDATION(S)**

- **LEGAL COUNSEL UPDATE (IF ANY)**

- **BOARD SELF-ASSESSMENT OF ITS PERFORMANCE**

- **ANNOUNCEMENTS**

- **ADJOURNMENT**

All start and ending meeting times are approximate. Meetings may begin after the posted start time at the pleasure of the Board. The Board reserves the right to change its schedule as necessary.

**VIRGINIA STATE UNIVERSITY BOARD OF VISITORS
FULL BOARD MEETING
11:00 A.M., FRIDAY, SEPTEMBER 16, 2022
The Gateway Dining & Event Center
(on the campus of Virginia State University)
(No Public Comment Period Scheduled)**

DRAFT AGENDA

11:00 a.m. FULL BOARD MEETING CONVENED

Rector Valerie K. Brown, Presiding

- Roll Call (*Dr. Christine Darden, Board Secretary*)
- Invocation (*Pastor Graham*)
- Rector’s Remarks
- Approval of Agenda
- Board Approvals
 - Minutes from Previous Meetings:
 - *Minutes, Board Orientation Session I, August 4, 2022*
 - *Minutes, Board Orientation Session II, August 5, 2022*
 - *Minutes, Full Board Meeting, August 5, 2022*
- President’s Remarks and Presentation..... Dr. Makola M. Abdullah

• **COMMITTEE REPORTS**

Academic & Student Affairs Committee

- **Action Item(s):**
 - Approval of the VSU Six-Year Plan
- **Information Item(s):**
 - Summary of Updates (Covid-19 Task Force, Enrollment Management, Academic & Student Affairs Division)
 - Reports from the Faculty and Student Representatives
 - Dr. Leonard Githinji, Chair, Faculty Senate
 - Ms. Yania Campbell, President, Student Government Association
 - Remarks from the Staff Senate

Institutional Advancement Committee

- **Action Item: None**
- **Information Item:**
 - Summary of Updates (Government Relations, Communications, Institutional Advancement)

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Audit & Compliance Committee

- **Approval Item: None**

- **Information Item:**
 - Summary of Updates (Office of Compliance, Internal Audit)

Personnel, Compensation & Governance Committee

- **Approval Item: None**

- **Information Item:**
 - Summary of Updates (Office of Human Resources)

Facilities, Finance & Audit Committee

- **Approval Items: None**

- **Information Item(s):**
 - Summary of Updates (Division of Finance/Administration, Technology Services)

- **REPORT OF AFFILIATED FOUNDATION(S)**
 - VSU Foundation Board Ms. Brenda Stith-Finch, Chair

- **LEGAL COUNSEL UPDATE (IF ANY)**

- **BOARD SELF-ASSESSMENT**

- **ANNOUNCEMENTS**

- **ADJOURNMENT**

All start and ending meeting times are approximate. Meetings may begin after the posted start time at the pleasure of the Board. The Board reserves the right to change its schedule as necessary.

**VIRGINIA STATE UNIVERSITY BOARD OF VISITORS
FULL BOARD MEETING
DRAFT MINUTES
Friday, September 16, 2022**

CALL TO ORDER

Dr. Valerie Brown, Rector, called the meeting of the Virginia State University (VSU) Board of Visitors (Board) to order in the Gateway Dining and Event Center on the campus of Virginia State University at approximately 11:24 a.m.

The Rector informed the Board and others present that this meeting was being livestreamed in accordance with the Commonwealth of Virginia open meeting laws and conducted in compliance with the Americans with Disabilities Act and Section 508 of the Rehabilitation Act of 1973. The Rector also informed viewers how to contact the VSU Helpdesk if there was technical interruption in the livestream.

ROLL CALL

A quorum was present.

Board Members Present:

Dr. Valerie Brown, Rector
Mr. Glenn D. Sessoms, Vice Rector
Dr. Christine M. Darden, Secretary
Mr. Victor Branch
Mr. Thomas Cosgrove
Ms. Pamela A. Currey
Dr. Robert Denton, Jr.
Mr. Michael Flemming
Ms. Shavonne Gordon
Dr. Harold Green, Jr.
Dr. Leonard Haynes, III (*absent*)
Mr. Jon Moore
Mr. William Murray
Mr. Edward Owens
Mr. Wayne Turnage
Dr. Tracy Jackson (*sitting in for Dr. Leonard Githinji, Faculty Representative to Board*)
Ms. Yania Campbell, Student Representative to the Board

Administration Present:

Dr. Makola Abdullah, President
Dr. Donald Palm, Executive Vice President/Provost
Kevin Davenport, Senior Vice President, Finance & Administration
Shawri King-Casey, Vice President for Institutional Integrity and Compliance
Tonya Hall, Vice President for External Relations
Dr. Annie C. Redd, Chief of Staff/Director, Board Governance, Operations, & Relations
Rodney Hall, Deputy Chief of Staff
Maurion Edwards, Chief Information Officer/Technology Services

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Administration Present (continued)

Chief David Bragg, Associate Vice President, Chief/VSU Police Department
Dr. Alexis Brooks-Walter, Asst. Vice Provost/Enrollment Management
Regina Barnett-Tyler, Assoc. Vice Provost/Student Success & Engagement
Dr. Gwendolyn Williams Dandridge, Asst. Vice President/Director, Communications
Eldon Burton, Asst. Vice President/Director of Government Relations
Dr. Tia Minnis, Vice Provost for Academic Success, Planning & Inst. Effectiveness
Dr. Kawachi Clemons, Vice Provost, Office of the Provost
Dr. Omar Faison, Research & Economic Development

Legal Counsel Present:

Cynthia Norwood Marquez, Senior Assistant Attorney General

Other Attendees:

Pastor Jasmyn Graham, Campus Ministries
Brenda Stith-Finch, VSU Foundation Board
Derrick Jennings, Technology Services
Franklin Antonio, Technology Services
Yourdonus James, Office of Conference Services
Danette Johnson, President's Office
Debbie Jefferson, President's Office
Marjorie Muse, President's Office
Kendra White, Office of Compliance
Joseph Lyons, Student Success & Engagement
Sylvia Jones, Vice Chair, Staff Senate
Kendrick Mason, Office of Institutional Advancement
Robert Phillips, Office of Procurement
Franklin Johnson-Norwood, Office of Institutional Advancement
Nannette Williams, Internal Audit
Cheryl Adeyemi, Faculty Emeritus

INVOCATION

Rector Brown invited Pastor Graham to offer the invocation.

RECTOR'S OPENING REMARKS

In her opening remarks, Rector Brown spoke about the Board's Recognition Dinner, which she thought was a wonderful event that showed love and respect for past and outgoing board members. The Board and the staff wanted to show that we appreciated the service that they had given to Virginia State University. The Rector also stated that she is impressed with the caliber of skills on the current board, which has held as a great unit. The current board is sitting on the shoulders of those board members who came before because they did an outstanding job of moving the board to this point.

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Rector Brown shared her observations that the entire University team has done an outstanding job of incorporating the 2020-2025 strategic plan as an integral part of their regular reports to the board. She mentioned the positive change in the institutional finances and how the financial reporting format clearly outlines the current financial status of the University. In addition, the Rector spoke about the creation of the Audit and Compliance Committee (separated from Facilities and Finance) which has already produced great returns.

Rector Brown stated that she wanted to express appreciation to all of the committee chairs for their work and support. The Rector stated that she was very pleased to receive the Technology Services report which showed the progress and positive direction we are headed toward. The Rector also stated that she is aware that a master plan for technology services is in progress, and she requested a timeline as well as a dollar figure to show the Board when the goals will be achieved and the cost of achieving them. She is pleased that the administration is also working on achieving Level 2, and she expressed her excitement about the proposed land purchases and campus expansion.

The Rector wanted everyone to understand that the Board wholeheartedly supports the president, administration and faculty in implementing recommendations from the salary equity study; the Board supports whatever works best for the faculty and the administration. The Rector stated that she is excited about the environment, the temperament of the Board and the staff; the Board stands behind the President and the administration 100%; the Board looks forward to continued transparency and communication.

APPROVAL OF THE AGENDA

The Rector called for approval of the agenda, which was approved by voice vote.

BOARD APPROVALS

The Rector called for a motion to approve minutes from the August 4-5th meetings of the Board. Those meetings were as follows: Board Orientation Session I, August 4, 2022; Board Orientation Session II, August 5, 2022; Full Board Meeting, August 5, 2022. A motion was received to approve all minutes as a group and properly seconded. The Board approved the minutes by roll call vote. Dr. Haynes was not present for the vote.

PRESIDENT'S REMARKS

President Abdullah expressed thanks to Rector Brown for her comments and to the Board for its work and support as it stewards VSU. He also expressed thanks to the administrative team, faculty, staff and students for their work and support on behalf of VSU. President Abdullah introduced Ms. Nannette Williams, Chief Audit Executive, to the full Board for the benefit of those members who were not present at the Audit & Compliance Committee meeting on Thursday, September 15th.

President Abdullah shared information with the Board about the University's enrollment, enrollment challenges, partnership updates, and significant upcoming engagements. The President gave an overview of fall 2022 freshman enrollment numbers which showed an approximate increase of 60% above last year. He shared a preliminary profile of the validated freshmen including average high school grade point average and the number of University scholarships awarded; i.e., presidential, provost, STEM (science, technology, engineering, mathematics).

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He discussed enrollment challenges such as securing off-campus student housing and managing on-campus incidents. The President shared information on developing VSU partnerships with 1) Northern Virginia Regional Commission, Northern Virginia Community College, and Norfolk State University; 2) the Virginia Gateway Region; and 3) the Partnership for Petersburg (lab schools). He gave general updates on the salary equity plan and Rogers Stadium. At 11:56 p.m., the Board took a break for the Board's group photo followed by lunch. The Board reconvened at 1:00 p.m.

COMMITTEE REPORTS

The Rector encouraged board members to attend other committee meetings to see staff presentations. The presentations will be beneficial to board members and help them to appreciate the excitement about the work of committees.

Academic and Student Affairs Committee

On behalf of the Committee, Chair Pamela Currey, recommended affirmation of the VSU Six-Year Plan to the full Board. The motion was approved by roll call vote. Dr. Leonard Haynes was not present for the vote.

Chair Currey also gave a summary of the updates presented to the committee from the departments of Enrollment Management, Student Success & Engagement, Police and Public Safety, and from the COVID-19 Task Force which included the staff's efforts in mental health and wellness. The full reports are in the committee's board materials packet.

Chair Currey called for reports from the Student Representative to the Board and Faculty Representative to the Board. Yania Campbell, President of the Student Government Association (SGA), presented a report from the Revolutionary Administration which has adopted a mission, vision, values that align with its slogan—*For the People by the People*. Ms. Campbell also presented an overview of the SGA's activities, accomplishments, events, current issues, and current initiatives since the semester began. In the absence of Dr. Githinji, Dr. Tracy Jackson, Vice Chair, presented a report from the Faculty Senate which included pay equity strategy, promotion and tenure procedures, and collaboration with technology services relative to the faculty senate web page.

Chair Currey invited Sylvia Jones, Vice Chair of the Staff Senate, to give remarks. Ms. Jones shared efforts of the Staff Senate to present opportunities for staff to become engaged in campus life and to be recognized for their work and commitment to VSU. Ms. Jones stated that staff morale has improved at VSU.

President Abdullah expressed thanks to Ms. Campbell, Dr. Jackson, and Ms. Jones for their reports and for their leadership with their respective constituencies.

Institutional Advancement Committee

Chair Shavonne Gordon gave a summary of the updates presented to the committee from the Institutional Advancement (IA) Division. VP Tonya Hall educated the committee on "*What is Institutional Advancement?*" which included the historical background, identifying departments housed in VSU's Institutional Advancement, and defining terms frequently used; i.e., advancement (strategic plan), development (execution of the strategic plan), and fundraising (methods used to raise funds).

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Members of the IA team presented case studies that explained how individual and joint team efforts as well as patience and consistency resulted in donations to the University. Updates were also shared on efforts of the Alumni Relations Office to engage VSU alumni such as the Virtual Book Club, the Oral History Project, Homecoming 2022, and the Greater Pathway Brick Campaign. The Office of Communications presented updates on campus branding initiatives, recent media successes, and marketing initiatives.

Ms. Gordon gave a reminder to the board that the goal is 100% participation in giving. She mentioned that board members saw the first recipients of the *Jay Stegmaier Scholarship Fund* at the Board's Recognition Dinner held on September 15, 2022. The Board established the fund in memory of Board member Jay Stegmaier in February 2022. There are many ways for board members to give such as the *Jay Stegmaier Scholarship Fund*, other scholarships, or advocacy groups. No amount is too small, they may be in personal donations, or donations on a board member's behalf from a corporation.

Audit Committee

Chair Jon Moore commended the work of Ms. Shawri King-Casey which included the Audit Manual, organizing the University Internal Audit & Compliance Committee, and leading the effort to hire a new Chief Audit Executive. Chair Moore also commended Ms. Tasha Owens who served as the Interim Chief Audit Executive. The University had over 50 items identified by VSU Internal Audit as open in September 2021. As of September 2022, VSU has less than 20 active items identified by Internal Audit. The Chair asked the new Chief Audit Executive to review the Audit Plan to ensure that it fits her expectations and to give an update at the next committee meeting in November 2022.

The Chair explained the timeline used by the Auditor of Public Accounts (APA) to provide its' report findings to universities. The majority of schools received their reports in April or June before the next fiscal year; in fact, 12 of the 14 institutions received their reports in June. Last year, VSU received its audit report in January, which meant that our team went through almost a full fiscal year without being able to build corrective action plans. VSU has yet to receive its 2021 fiscal year report from APA. The Chair indicated that he will not be surprised if there are repeat items on the 2021 fiscal year report due to the timing lag. He asked the Board to be mindful of this when VSU does receive its audit report from APA. He also stated that he thinks there needs to be a push from the committee to see an improvement in the timeliness as its moves forward.

Personnel, Compensation & Governance Committee

Chair Glenn Sessoms gave a summary of the updates from the Office of Human Resources. The updates included Human Resources accomplishments, climate survey and compensation study, university recruitment, and the Cardinal Human Capital Management (HCM) Payroll & Human Resources (HR) System update. The Climate Survey/Salary Equity Study update included take-aways, compensation study findings, and key compensation recommendations.

Facilities & Finance Committee

Chair William Murray gave a summary of the updates from the Division of Finance and Technology Services. The Committee received a briefing from Spider Management Firm. The Committee met in a closed session for discussion about the VSU real estate portfolio. The Chief Financial Officer provided a wealth of financial information and highlighted the year ended with a \$8.7 million cash surplus. VSU met all of its key benchmarks relative to financial management.

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REPORT OF AFFILIATED FOUNDATION(S)

Ms. Brenda Stith-Finch, Chair of the VSU Foundation Board, presented an update which included investment portfolio highlights. The report also included updates on projects for which the Foundations serves as the “pass through”: Amazon Web Services Finish Line Grant, the Booster House Project, Community in Schools of Petersburg, Virginia Lottery. Ms. Stith-Finch also shared a list of the 2022 Foundation Board’s talent mix; all but one member is a VSU graduate.

LEGAL COUNSEL UPDATE

Legal Counsel did not have any updates.

BOARD SELF-ASSESSMENT OF ITS PERFORMANCE

Visitor Glenn Sessoms, Chair of the Personnel, Compensation & Governance Committee, invited board members to reflect on the board meeting(s) to ensure that everyone is heard and leave with an optimistic view about the work of the board.

ANNOUNCEMENTS

There were no announcements.

ADJOURNMENT

There being no further business, the Rector called for a motion to adjourn the meeting. The motion was made and properly seconded; the meeting adjourned at approximately 4:00 p.m.

Approved:

Dr. Valerie K. Brown

Dr. Christine Darden

Date

Date

Virginia State University
Policies Manual

Title: Participation in Board of Visitors Meetings by Electronic Communication **Policy:** 1125

Purpose

This policy sets forth the circumstances under which members of the Virginia State University Board of Visitors (“the Board”) may remotely participate in full Board meetings and Board committee meetings through electronic communication means. This policy applies to the entire membership irrespective of a requesting member’s identity or any contemplated issue brought before the Board.

Authority, Responsibilities, and Duties

Pursuant to Va. Code § 2.2 – 3708.2 and § 2.2-3708.3, Board members may participate in meetings through electronic communication means.

Definitions

All virtual public meeting: a public meeting (i) conducted by the Board of Visitors using electronic communication means, (ii) during which participating Board members do so remotely rather than assembling in one physical location, (iii) with public access via electronic communication means.

Electronic communication: the use of technology having electrical, digital, magnetic, wireless, optical, electromagnetic, or similar capabilities to transmit or receive information.

Meeting or meetings: Meetings including work sessions, when sitting physically or through electronic communication, as a body or entity, or as an informal assemblage of (i) as many as three members or (ii) a quorum, if less than three, of the constituent membership, wherever held, with or without minutes being taken, whether or not votes are cast, of any public body. Additionally, to constitute a meeting, the gathering of members must be for the purpose of *or* result in discussing or transacting the public body’s business.

Remote participation: Participation by an individual member of a public body by electronic communication means in a public meeting where a quorum of the public body is otherwise typically assembled.

University: Virginia State University

Policy Statement

The provisions of Va. Code § 2.2.-3708.2 and § 2.2-3708.3 govern meetings held using electronic communication means during declared states of emergency and situations other than declared states of emergency, respectively. Board members must fulfill the statute’s requirements associated with each circumstance to participate in meetings using electronic communication means.

Meetings through Electronic Communication Means during a Declared State of Emergency

If the governor declares a state of emergency in accordance with Va. Code § 44-146.17 or the locality in which the University resides declares a local state of emergency pursuant to § 44-146.21, the Board may meet by electronic communication means without a quorum physically assembled at one location. To do so, the Rector must determine that physically assembling a quorum to meet in one location is impracticable and unsafe and the meeting’s purpose must be to provide continuity of operation or to discharge the Board’s lawful purposes, duties, and responsibilities.

The Board must:

1. Give public notice of the meeting contemporaneously with notice to Board members using the best available method in light of the emergency;
2. Make arrangements for public access to the meeting through electronic communication means, including videoconferencing if already used for meetings;
3. Provide the opportunity for public comment during the time public comment is customarily received; and
4. Otherwise comply with the provisions of the Virginia Freedom of Information Act (Va. Code § 2.2-3700, *et seq.*).

The provisions of Va. Code § 2.2-3708.2 no longer apply when the state of emergency ends.

Meetings through Electronic Communication Means without a Declared State of Emergency

Participation by members of the Board of Visitors in meetings through electronic means of communication where there is no declared state of emergency may occur as outlined below.

- A. *All-Virtual Public Meeting.* The Board and any of its committees separately may conduct all-virtual public meetings in which all who participate do so remotely, provided that the following requirements are met:
1. Designation of an all-virtual meeting and the electronic communication means by which members of the public may access the meeting are disclosed in the public notice of the meeting, as well as a statement that the method by which the Board or committee of the Board chooses to meet shall not be changed unless the Board or committee of the Board provides a new meeting notice that complies with the provisions of Va. Code § 2.2-3707.
 2. The electronic communication means used for an all-virtual meeting must allow the public to hear all members of the Board or committee participating in the meeting and, when audio-visual technology is available, to see the members of the Board or committee as well.
 3. Any interruption of audio or video in the means of electronic communication shall result in a suspension of action at the meeting until repairs are made and public access is restored. The public notice of the meeting shall include a telephone number or other live contact information to alert the Board or committee if the audio or video transmission fails.
 4. A copy of the proposed agenda and all agenda packets and, unless exempt, all materials furnished to members of a public body for a meeting shall be made available to the public in electronic format at the same time that such materials are provided to members of the public body.
 5. If the all-virtual meeting is a meeting in which public comments are customarily received, the public must be afforded the opportunity to comment through electronic means, including by way of written comments.
 6. The minutes of an all-virtual meeting specify that the meeting was held by electronic communication means and the type of electronic communication means by which the meeting was held.
 7. The minutes of an all-virtual meeting describe with specificity any disapproval of a Board member's participation from a remote location because such participation would violate this policy.

8. No more than two members of the Board or committee may be together in one remote location unless that remote location is open to the public to physically access it.
9. If a closed session is held during the all-virtual public meeting, transmission of the meeting to the public must resume before the Board or committee certifies the closed meeting as required by subsection D of Va. Code § 2.2-3712.

The Board or any individual committee may not convene an all-virtual meeting i) more than two times per calendar year or 25% of the meetings held per calendar year rounded up to the next whole number, whichever is greater; or ii) consecutively with an all-virtual meeting.

B. *Individual Remote Participation.* Subject to the requirements below and in Section C, an individual member may participate in a Board or committee meeting by electronic communication means if in advance of the meeting the member notifies the Rector or respective committee chair and the Board Liaison that he or she is unable to attend the meeting due to i) the member's own disability or medical condition, or the member's need to care for a family member due to the family member's medical condition; or ii) the member's principal residence is located more than 60 miles from the meeting location; or iii) a personal matter.

1. The Board or committee member's location need not be open to the public; however, when requesting remote participation, the member must identify with specificity the reason for not attending in person and the remote location for participation.
2. The Rector or committee chair must approve the request to participate by electronic communication means.
3. The Board or committee shall record in its minutes whether a member's remote attendance is due to personal disability or medical condition, a family member's medical condition which requires care, or having more than 60 miles distance between the member's principal residence and the meeting location. If, however, remote participation is due to a personal matter, then the meeting minutes must reflect the specific nature of the personal matter. If the request to participate by electronic communication means is disapproved by the Rector or relevant committee chair, such disapproval shall be recorded in the minutes with specificity.

Such remote participation by a member for a personal matter shall be limited each calendar year to two meetings or 25% of the meetings held per calendar year, rounded up to the next whole number, whichever is greater.

These provisions regarding remote participation of individual Board members apply to meetings of the full Board and to each of its committees separately.

C. Participation by a member of the Board of Visitors under Section B shall be authorized only under the following conditions:

1. A quorum of the Board is physically assembled at the primary or central meeting location; and
2. The Board has made arrangements for the voice of the remote participant to be heard by all persons at the primary or central meeting location.

References

Va. Code § 2.2-3700 *et seq.*

<https://law.lis.virginia.gov/vacodepopularnames/virginia-freedom-of-information-act/>

Va. Code § 2.2-3701

<https://law.lis.virginia.gov/vacodeupdates/title2.2/section2.2-3701/>

Va. Code § 2.2-3708.2

<https://law.lis.virginia.gov/vacode/title2.2/chapter37/section2.2-3708.2/>

Va. Code § 2.2-3708.3

<https://law.lis.virginia.gov/vacodeupdates/title2.2/section2.2-3708.3/>

Approved By:

Date:

Revision Date: 10/28/2022

Code of Virginia
 Title 2.2. Administration of Government
 Chapter 37. Virginia Freedom of Information Act

§ 2.2-3708.3. (Effective September 1, 2022) Meetings held through electronic communication means; situations other than declared states of emergency.

A. Public bodies are encouraged to (i) provide public access, both in person and through electronic communication means, to public meetings and (ii) provide avenues for public comment at public meetings when public comment is customarily received, which may include public comments made in person or by electronic communication means or other methods.

B. Individual members of a public body may use remote participation instead of attending a public meeting in person if, in advance of the public meeting, the public body has adopted a policy as described in subsection D and the member notifies the public body chair that:

1. The member has a temporary or permanent disability or other medical condition that prevents the member's physical attendance;
2. A medical condition of a member of the member's family requires the member to provide care that prevents the member's physical attendance;
3. The member's principal residence is more than 60 miles from the meeting location identified in the required notice for such meeting; or
4. The member is unable to attend the meeting due to a personal matter and identifies with specificity the nature of the personal matter. However, the member may not use remote participation due to personal matters more than two meetings per calendar year or 25 percent of the meetings held per calendar year rounded up to the next whole number, whichever is greater.

If participation by a member through electronic communication means is approved pursuant to this subsection, the public body holding the meeting shall record in its minutes the remote location from which the member participated; however, the remote location need not be open to the public and may be identified in the minutes by a general description. If participation is approved pursuant to subdivision 1 or 2, the public body shall also include in its minutes the fact that the member participated through electronic communication means due to a (i) temporary or permanent disability or other medical condition that prevented the member's physical attendance or (ii) family member's medical condition that required the member to provide care for such family member, thereby preventing the member's physical attendance. If participation is approved pursuant to subdivision 3, the public body shall also include in its minutes the fact that the member participated through electronic communication means due to the distance between the member's principal residence and the meeting location. If participation is approved pursuant to subdivision 4, the public body shall also include in its minutes the specific nature of the personal matter cited by the member.

If a member's participation from a remote location pursuant to this subsection is disapproved because such participation would violate the policy adopted pursuant to subsection D, such disapproval shall be recorded in the minutes with specificity.

C. With the exception of local governing bodies, local school boards, planning commissions, architectural review boards, zoning appeals boards, and boards with the authority to deny, revoke, or suspend a professional or occupational license, any public body may hold all-virtual public meetings, provided that the public body follows the other requirements in this chapter for meetings, the public body has adopted a policy as described in subsection D, and:

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§ 2.2-3708.3. (Effective September 1, 2022) Meetings held through electronic communication means; situations other than decla...

1. An indication of whether the meeting will be an in-person or all-virtual public meeting is included in the required meeting notice along with a statement notifying the public that the method by which a public body chooses to meet shall not be changed unless the public body provides a new meeting notice in accordance with the provisions of § [2.2-3707](#);
2. Public access to the all-virtual public meeting is provided via electronic communication means;
3. The electronic communication means used allows the public to hear all members of the public body participating in the all-virtual public meeting and, when audio-visual technology is available, to see the members of the public body as well;
4. A phone number or other live contact information is provided to alert the public body if the audio or video transmission of the meeting provided by the public body fails, the public body monitors such designated means of communication during the meeting, and the public body takes a recess until public access is restored if the transmission fails for the public;
5. A copy of the proposed agenda and all agenda packets and, unless exempt, all materials furnished to members of a public body for a meeting is made available to the public in electronic format at the same time that such materials are provided to members of the public body;
6. The public is afforded the opportunity to comment through electronic means, including by way of written comments, at those public meetings when public comment is customarily received;
7. No more than two members of the public body are together in any one remote location unless that remote location is open to the public to physically access it;
8. If a closed session is held during an all-virtual public meeting, transmission of the meeting to the public resumes before the public body votes to certify the closed meeting as required by subsection D of § [2.2-3712](#);
9. The public body does not convene an all-virtual public meeting (i) more than two times per calendar year or 25 percent of the meetings held per calendar year rounded up to the next whole number, whichever is greater, or (ii) consecutively with another all-virtual public meeting; and
10. Minutes of all-virtual public meetings held by electronic communication means are taken as required by § [2.2-3707](#) and include the fact that the meeting was held by electronic communication means and the type of electronic communication means by which the meeting was held. If a member's participation from a remote location pursuant to this subsection is disapproved because such participation would violate the policy adopted pursuant to subsection D, such disapproval shall be recorded in the minutes with specificity.

D. Before a public body uses all-virtual public meetings as described in subsection C or allows members to use remote participation as described in subsection B, the public body shall first adopt a policy, by recorded vote at a public meeting, that shall be applied strictly and uniformly, without exception, to the entire membership and without regard to the identity of the member requesting remote participation or the matters that will be considered or voted on at the meeting. The policy shall:

1. Describe the circumstances under which an all-virtual public meeting and remote participation will be allowed and the process the public body will use for making requests to use remote participation, approving or denying such requests, and creating a record of such requests; and
2. Fix the number of times remote participation for personal matters or all-virtual public meetings can be used per calendar year, not to exceed the limitations set forth in subdivisions B 4 and C 9.

Any public body that creates a committee, subcommittee, or other entity however designated of the public body to perform delegated functions of the public body or to advise the public body may also adopt a policy on behalf of its

10/26/22, 1:56 PM § 2.2-3708.3. (Effective September 1, 2022) Meetings held through electronic communication means; situations other than declaration of emergency; use of committee, subcommittee, or other entity that shall apply to the committee, subcommittee, or other entity's use of individual remote participation and all-virtual public meetings.

2022, c. [597](#).

CURRENT BOARD BYLAWS DATED 5.21.20	PROPOSED CHANGES	RATIONALE
Table of Contents, p. 1		Updated to reflect changes/additions listed below
1.3 Special Meetings	Remove the word “normal” as a descriptor for “circumstances	The word is redundant.
1.3 Special Meetings	Insert “working” into the phrase “three working days’ notice”	Comports with Va. Code § 2.2-3707.
1.3 Special Meetings	Remove “The Rector may in special circumstances waive the requirement of written notice provided that other public notice is given.”	Per the newly enabled Va. Code § 2.2-3708.2, alterations to standard notice requirements are permitted only in declared states of emergency.
1.4 Emergency Meetings	Revised 1.4 to read Emergency and Electronic Meetings	To align board bylaws with new Virginia Code statutes 2.2-3708.2 and 2.2—3708.3 effective 9.1.2022
1.4 Emergency Meetings	Insert footnote re: Policy 1125	To direct reader to document’s location.
1.5 Conduct of Business	Revised sentence to reflect legal counsel’s presence to include all meetings	Recommended by Legal Counsel
1.8 Telephonic or Video Participation	Section removed	Conditions/terms outlined in the revised policy 1125 - Participation by Electronic Communication
2.1 Term of Office	Replaced “even-numbered years” with “odd-numbered years”	Language reflects the shift in the time-period during which officers are selected
2.63 Secretary (Duties of Officers)	Replaced the word “incident” with ‘incidental”	To use proper wording

Article 3. Committees	Added the Audit and Compliance Committee	To include new committee created by Board in 2021-2022
Article 3. Committees	Selection of chairpersons at the Annual Meeting in "odd-numbered years" instead of "even-numbered years."	Language reflects the shift in the time-period during which committee chairpersons are selected.
3.2 Personnel & Compensation Committee	Added the word "Governance" to committee name	Updated committee name to current
3.3 Facilities, Finance and Audit Committee	Changed name to Facilities and Finance Committee	Reflects the revised committee name and the assignment of Audit into its own committee.
3.3 Facilities, Finance and Audit Committee	Removed references to Audit	Reflects the removal of Audit from the purview of the Facilities and Finance Committee
None	Added 3.6 Audit and Compliance Committee section	To include new committee created by Board in 2021-2022

Bylaws of the Board of Visitors

Virginia State University

Adopted by the Board November 9, 2007, *Revised* 9/19/08, 1/20/12, 4/20/12, 6/14/2013, 9/20/13, 4/11/2014, 2/12/2016, 9/16/2016, 09/21/2018, 02/07/2020, 11/14/2022

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PREAMBLE



Virginia State University was founded on March 6, 1882, when the legislature passed a bill to charter the Virginia Normal and Collegiate Institute. The bill was sponsored by Delegate Alfred W. Harris, a Black attorney with offices in Petersburg, who lived in and represented Dinwiddie County in the General Assembly. A hostile lawsuit delayed opening day for nineteen months, until October 1, 1883. In 1902, the legislature revised the charter act to curtail the collegiate program and to change the name to Virginia Normal and Industrial Institute. In 1920, the land grant program for Blacks was moved from a private school, Hampton Institute, where it had been since 1872, to Virginia Normal and Industrial Institute. In 1923, the college program was restored, and the name was changed to Virginia State College for Negroes in 1930. The two-year branch in Norfolk was added to the college in 1944; the Norfolk division became a four-year branch in 1956 and gained independence as Norfolk State College in 1969. Meanwhile, the parent school was renamed Virginia State College in 1946. Finally, the legislature enacted a law in 1979 to provide the present name, Virginia State University.

In the first academic year, 1883-84, the University had 126 students and seven faculty (all of them Black), one building, 33 acres, a 200-book library, and a \$20,000 budget.

The University is situated in Chesterfield County at Ettrick, on a bluff across the Appomattox River from the City of Petersburg. It is accessible via Interstate Highways 95 and 85, which meet in Petersburg. The University is only two and a half hours away from Washington, D.C., to the north, and the Raleigh-Durham-Chapel Hill area to the southwest; about one and a half hours away from Charlottesville to the northwest, and Virginia Beach to the southeast.

Virginia State University has a long history of outstanding faculty and administration.

ARTICLE I. **MEETINGS**

1.1 Annual Meeting. The Annual Meeting of the Board shall be in April of each fiscal year unless otherwise determined by the Board of Visitors. The Board shall establish its schedule of regular meetings, elect officers, establish committee chairs, elect foundation liaisons, and complete the Board’s self-evaluation at the Annual Meeting. The Board shall also approve the annual executive summary of interim activities for submission to the General Assembly and the Governor.

1.2 Regular Meetings. Regular meetings of the Board of Visitors shall be held at least four times each year and in accordance with the schedule of meetings approved at the Annual meeting. The Board of Visitors may vote to change the date of any regular meeting. Written notice of regular meetings shall be communicated to board members at least three calendar days prior to the meeting.

The Order of Business at regular meetings of the Board of Visitors shall, unless modified by the Rector of the Board, be as follows:

1. Roll call and quorum count
2. Approval of minutes of the preceding meeting
3. Rector’s report
4. President’s report
5. Report of the Executive Committee
6. Report of Standing Committees
7. Report of other Committees
8. Report of Faculty and Student Representatives
9. Report of Affiliated Foundations
10. Old Business
11. New Business
12. Adjourn

1.3 Special Meetings. Special meetings of the Board may be called by the Governor, Rector, or, in his/her absence or disability, by the Vice Rector, or by any three Visitors at such dates, times, and places, with agenda, as may be specified in the call for such meeting. The Rector, under non-emergency circumstances, shall ensure that at least three working days’ notice of the date, time, location, and agenda is provided for all special meetings.

1.4 Emergency and Electronic Meetings. The Board shall adopt and adhere to a policy on emergency and electronic meetings that is drafted in accordance with the relevant provisions of the Virginia Freedom of Information Act, Virginia Code § 2.2-3700 *et seq.*¹

1.5 Conduct of Business. All meetings shall be conducted in accordance with the *Code of Virginia*, these Bylaws, Board Policies and Procedures, and *Robert’s Rules of Order Newly Revised*, in order of descending

¹ For the full text of the policy, see Virginia State University Policies Manual, Policy 1125, “Participation in Board of Visitors Meetings by Electronic Communication,” <https://www.vsu.edu/files/docs/policies/1000/1125-participation-bov-meetings-electronic-means.pdf>.

precedence. The Board shall request the presence of the University's legal representative from the Office of the Attorney General at all open and closed meetings and committee meetings. The Board will require transparency, to the extent required by law, in all board discussions and actions. In furtherance of this requirement, the Board and its associated committees will record its meetings. Minutes from these meetings will be prepared and posted on the University's website in accordance with § 2.2-3707(H) and § 2.2-3707.1 of the *Code of Virginia*.

Board meetings will be held open to the general public, except where such discussions or actions are exempted under § 2.2-3711 of the *Code of Virginia*. Meetings from which the general public, except Board members and those interested parties invited by the Board attend, is properly excluded, will be considered a "closed meeting" or "closed session." Any official action taken in a closed meeting or session shall be approved in an open meeting or session before it can have any force or effect, in accordance with § 2.2-3711(B) of the *Code of Virginia*.

- 1.6 Quorum. A quorum for the conduct of business by the Full Board shall consist of a simple majority of the voting members of the Board. A quorum for the Executive Committee and all standing and special committees of the Board shall consist of a majority of the appointed members of the committee, except that in no case shall the number be fewer than three members.
- 1.7 Voting. Votes on substantive matters shall be taken by roll-call vote, conducted by the Secretary, of all voting members supporting, opposing, or abstaining from the matter. Incidental or procedural motions (e.g., adjournment) may be carried or defeated by voice vote; however, all votes taken during electronic communication meetings shall be by roll-call and so recorded in the meeting minutes. No proxies, secret, or written ballots are authorized in any board meeting.
- 1.8 Communications to the Board. All communications of an official nature directed to the Board of Visitors shall be channeled through the Office of the President or the Office of University Legal Counsel.
- 1.9 Self-Evaluation. The Board shall conduct a self-evaluation during its annual meeting. The Rector shall determine the forum and procedure for such evaluation subject to approval by the Board.

ARTICLE II. OFFICERS OF THE BOARD OF VISITORS

The Board of Visitors is composed of fifteen members, appointed by the Governor and subject to confirmation by the General Assembly. Term appointments are four-year terms and shall be served in accordance with § 23.1-1300(B) of the *Code of Virginia*. The Officers of the Board of Visitors shall consist of the Rector, Vice Rector and Secretary. The Rector, Vice Rector and Secretary shall be elected from members of the Board of Visitors.

- 2.1 Term of Office. The Officers of the Board shall be elected at the Annual Meeting held in odd-numbered years. The Officers shall serve for a two-year term which shall commence on July 1st following the Annual Meeting or shall serve until their successors are elected.
- 2.2 Removal. The Board shall have the power to remove any elected officer, either with or without cause, by a simple majority vote of the Board. In addition, pursuant to Va. Code § 23.1-1300(F), if any member of the Board fails to attend the meetings of the board for one year without sufficient cause, as determined by a majority vote of the Board, or the educational programs required by Va. Code § 23.1-1304 in his first two years of membership without sufficient cause, as determined by a majority vote of the Board, the remaining members of the Board shall record such failure in the minutes at its next meeting and notify the Governor, and the office of such member shall be vacated. No member of the Board of Visitors who fails to attend the educational programs required by Va. Code § 23.1-1304 during his first four-year term is eligible for reappointment to the Board pursuant to § 23.1-1300(E). Notwithstanding any provision of law to the contrary, the Governor may remove any Board member from office for malfeasance, misfeasance, incompetence, or gross neglect of duty and fill the vacancy resulting from the removal in accordance with Va. Code § 23.1-1300(C).
- 2.3 Resignation. Any elected officer may resign at any time by giving written notice to the Board, the Rector, or the Secretary. Any such resignation shall take effect at the time specified in such notice and the acceptance of such resignation shall not be necessary to make it effective.
- 2.4 Vacancies. A vacancy in the office of Rector, Vice Rector, or Secretary shall be filled by the Board for the unexpired term. If the cause of the vacancy is the expiration of the officer's term as a member of the Board, the vacancy shall be filled at the first regular meeting following such expiration. If the vacancy occurs from any other cause, the vacancy shall be filled at the first regular meeting after such vacancy occurs or at a special meeting called for that purpose.
- 2.5 Visitors Emeriti. In recognition of the invaluable service rendered to the University during their appointment to the Board of Visitors, and the informed counsel they are capable of providing, former members of the Board may be designated Visitors Emeriti by favorable recorded majority vote by current members of the Board.
- 2.6 Duties and Responsibilities.
- 2.6.1 Rector. The Rector shall serve as the presiding officer, spokesperson, and designated representative of the Board and shall perform such additional duties as may be required by law or the Board.

The Rector shall be a member, ex officio, with vote, of all committees of the Board and shall be counted as a member in determining a quorum. The Rector shall preside at all meetings of the Board and its Executive Committee, and shall work closely with the President in developing the agenda for Board and Executive Committee meetings. As presiding officer, the Rector has an obligation to ensure that all sides of a pending question are heard and, though not required, he/she may voluntarily step aside and have the next senior officer present preside or appoint a temporary chair, if the Rector wishes to enter into the debate. The Rector is the liaison between the Board and the President who works for the entire board. The Rector shall facilitate communications between the Board, the Administration, and external agencies and constituencies. The Rector shall maintain the integrity of board procedures and facilitate a high level of interest, involvement, and activity among the Board members.

2.6.2 Vice Rector. The Vice Rector shall perform the duties of the Rector in the Rector's absence and such other special duties as are assigned by the Rector.

2.6.3 Secretary. The Secretary shall be responsible for over-sight of the preparation of minutes of all meetings of the Board and the Executive Committee, and supervise the issuance of notices of meetings of the Board and Executive Committee in advance of the meeting. The Secretary shall represent the Board and preside at the meetings of the Board and its Executive Committee in the absence of the Rector and Vice Rector, and perform such other duties as are incidental to the office or as may from time to time be assigned by the Rector. Any of the enumerated duties of the Secretary may be delegated to an appropriate staff person within the University at the discretion of the Secretary and the Board, but oversight for such duties shall remain with the Secretary.

2.7 Residency.

As required by Va. Code § 23.1-1300(J), the Rector or Vice Rector of the Board of Visitors shall be a resident of the Commonwealth.

ARTICLE III. COMMITTEES

The committee system of the Board shall be composed of the Executive Committee, the Personnel and Compensation Committee, the Facilities, Finance, and Audit Committee, the Institutional Advancement Committee, the Academic and Student Affairs Committee, and special committees. Committee Chairs have the authority to request appropriate Vice Presidents, faculty, staff, and the President to serve in an advisory capacity to the committee. The Chairs of the Committees shall be selected by the Board at the Annual Meeting held in odd-numbered years. The Chairs shall serve for a two-year term which shall commence on July 1st following the Annual Meeting or shall serve until their successors are selected. Additionally, Vice Chairs shall be selected by their respective Committee for a two-year term which shall commence on July 1st following the Annual Meeting held in odd-numbered years or shall serve until their successors are selected.

Standing committees shall meet prior to the regular meeting of the Board. A special meeting of a standing committee to consider specific items of business may be called by the Rector or its Committee Chair, and shall be called at the request of the majority of the members thereof at such time and place and in such form and with reasonable notice, as

the Rector may deem appropriate.

The Rector, with consent of the Board, shall have the authority to appoint Board members and other persons to serve the Board in advisory or *ad hoc* capacities to the Board and its committees.

Each year at the Board's discretion, a representative may be appointed by the Board, to the Board from the student body, and the Faculty, as a non-voting, advisory representative, pursuant to statutory authority. The President of the Student Government Association will serve as the student representative, and the Faculty Senate Chair will serve as the faculty representative.

3.1 Executive Committee.

3.1.1 Executive Committee Structure. At each Annual Meeting, the Board shall approve an Executive Committee. The Executive Committee shall consist of the Rector, who shall be the Chair; the Vice Rector; the Secretary; and the chairs of the Board's standing committees elected by the Board at the Annual Meeting. Any vacancy on the Executive Committee shall be filled for the unexpired term at the next regular meeting of the Board.

3.1.2 Executive Committee Structure. At each Annual Meeting, the Board shall approve an Executive Committee. The Executive Committee shall consist of the Rector, who shall be the Chair; the Vice Rector; the Secretary; and the chairs of the Board's standing committees elected by the Board at the Annual Meeting. Any vacancy on the Executive Committee shall be filled for the unexpired term at the next regular meeting of the Board.

3.1.3 Executive Committee Meetings. The Executive Committee convenes between Board meetings, on the call of the Rector, on the call of any two members of the Executive Committee, or on the call of the President. It shall consider all governance matters and all matters referred to it by the Rector, the Vice Rector, or the President and shall, in the interim between meetings of the Board, be vested with the powers and authority of the Full Board and shall take such action on all matters that may be referred to it as in its judgment is required. All board members shall be notified of meetings and provided the agenda and any documents distributed for such meeting. Board members may attend meetings of the Executive Committee or send comments in writing prior to the meeting. The Executive Committee members will be the voting members during Executive Committee meetings. All such actions taken by the Executive Committee in the interim between meetings of the Board shall be reported to the Board at the next regular or special meeting and shall, if approval is required, be approved by the Board at that time.

3.1.4 Executive Committee Governance. The Executive Committee shall recommend and the Board shall approve Board members to all standing and special committees. The Committee, in consultation with the Rector and the President, shall recommend the Committee Chairs for each standing committee, liaisons for each of the foundations, and a slate of officers of the Board. These positions will be approved by the Board during the Annual Meeting. Vacancies arising from any cause whatsoever shall be filled in the same manner.

The Executive Committee 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 no later than 14 days following the date of the call for nominations. Members of the Board may nominate themselves for an office. Nominees for officers must have more than one year remaining on their terms of appointment or be eligible for reappointment to a second term. The Executive Committee should give priority to nominating members for office whose terms of appointment on the Board do not expire simultaneously so the Board shall not be without a presiding officer.

The Executive Committee shall meet at least 30 days prior to the election to determine the nominations to be presented to the Board. The recommendations shall be distributed with the announcement of the meeting of the Board of Visitors in which the election of officers is to be held. At the meeting, the Vice Rector shall present one candidate for each office for election. The Rector will call for nominations from the floor prior to a vote on the candidates.

3.1.4. Executive Committee Charter. The Executive Committee may approve, upon the recommendation of the Personnel and Compensation Committee, individuals for appointment to the Board by the Governor. The responsibilities of the Executive Committee shall also include, but not be limited to, the oversight of the following areas:

Strategic Planning

Board Performance

- Board Governance and Bylaws
- Board Code of Ethics
- Board Officers
- Board Committee Structure
- Board Committee Appointments
- Board Committee Chairs
- Board Foundation Liaison Appointments
- Board Meetings and Schedules
- Board Orientation and Training
- Board Qualifications and Competencies
- Board Evaluation
- Board Member Recommendations to the Governor
- Board Annual Executive Summary

3.2 Personnel and Compensation Committee. The Executive Committee shall recommend and the Board shall approve a Personnel and Compensation Committee (formerly known as the Resources Committee) of a minimum of three members of the Board at the Annual Meeting. The Executive Committee, in consultation with the Rector and the President, shall recommend the Personnel and Compensation Committee Chair. The Board shall approve the Committee Chair.

The Personnel and Compensation Committee shall have oversight over all personnel and employment policies of the University. Personnel and employment policies of the University include oversight over all faculty and administrative personnel and employment policies except the Executive Employment Agreement of the President which shall be negotiated with the President by the Rector and the Chair of the Personnel and Compensation Committee. Acceptance or denial of the Executive Employment Agreement of the President requires a majority vote of all board members then in office. This committee shall recommend a successor should the President become unable to serve for any reason, and shall work with the President to

develop appropriate delegations of Presidential signature authority.

The Committee shall periodically conduct an evaluation of the Board and its committee structure, including an evaluation of committee procedures and overall performance. All best practice recommendations shall be made to the Executive Committee. In the execution of these reviews, the Personnel and Compensation Committee shall seek feedback from all Board members, the President, and others as it deems appropriate. The Committee shall develop and recommend to the full Board the assessment process to be employed, including whether an external consultant will be retained to assist with or conduct Board and committee evaluations.

The Committee shall assist the Executive Committee and the Governor in the selection of individuals to serve on the Board through the development of a set of qualifications, competencies, professional skills and expertise needed by Board members in order to maintain an effective, productive and exemplary board.

The responsibilities of the Personnel and Compensation Committee shall include, but not be limited to, the oversight of the following areas:

Board Evaluations

Review and Approve University Climate Surveys of Students, Faculty and Staff

Presidential Performance and Compensation Processes

- President's Goals
- President's Evaluation
- President's 360 Feedback
- President's Compensation
- President's Development Plan

Presidential Performance and Compensation Benchmarks

- Presidential Evaluations
- Presidential Compensation

Administration & Faculty Matters

- VP & Dean Evaluation Processes – President to review w/ committee
- VP & Dean Appointment Processes – President to review w/committee
- VP & Dean Development Plan Processes – President to review w/committee

Succession Planning

- Presidential Search
- Presidential Onboarding

University Policies

- Human Resources Policies
- Presidential Policies
- Governance Policies

- 3.3 Facilities and Finance Committee. The Executive Committee shall recommend and the Board shall approve a Facilities and Finance Committee of a minimum of three members of the Board at the Annual Meeting. The Executive Committee, in consultation with the Rector and the President, shall recommend the Committee Chair. The Board shall approve the Committee Chair. This Committee will also select a Vice Chair from its members and this Vice Chair will serve in the absence of the Committee Chair and under the Committee Chair's delegated authority.

The Facilities and Finance Committee shall have control and oversight over all facilities of the University and financial affairs. Financial affairs of the University include budgets, investments, appropriations, grants and contracts, procurement, accounting and internal systems and controls. The Facilities and Finance Committee may employ financial and management consultants as it may deem necessary or desirable. The consultants so employed shall report directly to the Committee. No material change or amendment, deviation or exception from the University's accounting and internal control procedures shall be made without the approval of the Facilities and Finance Committee or the Board, except for those required by GASB, state comptroller, state, or federal regulations.

This committee shall have control and oversight over all financial policies of the University including procurement, contracts, delegation of authority, the facilities of the University including the campus master plan, investment strategies, capital improvements, facilities utilization, computing and information technology services, campus support services, and other related matters as shall be so recognized by the Board.²

The responsibilities of the Facilities and Finance Committee shall include, but not be limited to, the oversight of the following areas:

Financial Management

- Financial Planning
- Financial Statements
- Financial Management
- Budgets
- Capital Planning & Budgeting
- Technology Planning & Budgeting
- Auxiliary Funds Management
- Debt Management
- Debt Ratios
- Fee Structures (Athletic, student, parking, etc.)

Facilities Management

- Campus Master Plan
- Campus Maintenance Plan
- Capital Project Plan
- Computing and Information Technology Services
- Facility Projects
- Property Acquisition
- Property Disposition

² The President or the Vice President for Finance shall have the authority to execute all legal documents, after review by legal counsel, relating to the granting of easements and rights of ways for water, sewer, utility, telecommunications and electrical lines as the need arises.

- Property Leases
- Energy/Green Policies

Investments

- Investment Policies
- Investment Strategies

Benchmarks

- Peer Institution Comparisons

Policies

- Financial Policies
- Capital Policies
- Debt Policies
- Facilities Policies

3.4 Institutional Advancement Committee. The Executive Committee shall recommend and the Board shall approve an Institutional Advancement Committee of a minimum of three members of the Board at the Annual Meeting. The Executive Committee, in consultation with the Rector and the President, shall recommend the Institutional Advancement Committee Chair. The Board shall approve the Committee Chair. This Committee will also select a Vice Chair from its members and this Vice Chair will serve in the absence of the Committee Chair and under the Committee Chair's delegated authority.

The Institutional Advancement Committee shall have oversight and control over all fund-raising activities undertaken by the University. This includes any foundation, alumni, athletic or other association, campaign committee or other organization seeking to raise funds in the name of or for the benefit of the University and its programs. Monies raised from fund-raising activities undertaken by the University, or on behalf of the University shall be considered "University Funds." The committee shall have oversight over the budgeting and expenditure, the management, the reporting and accounting for, and the internal control of such University Funds.

The Rector, with the consent of the Board, may authorize the Institutional Advancement Committee Chair to appoint non-board members to serve one-year terms as ex-officio non-voting members of the Institutional Advancement Committee. Such appointments are limited to key members of the affiliated foundations of the University and require the approval of the full Board.

The responsibilities of the Institutional Advancement Committee shall include, but not be limited to, the oversight of the following areas:

Strategic Planning Processes

- Oversight of University Strategic Plan
- SCHEV Plan
- Strategic Investment Opportunities
- Strategy Offsite for the Board (Board Strategy and Board Goals)

Endowment

- Campaigns
- Naming
- Events

Economic Development & Partnerships

- Partnerships
- Joint Agreements
- Economic Development Relationships

External Relations & Strategies

- Community Relations
- Government Relations
- Public Relations

Brand & Marketing

- Campaigns & Advertising
- National Rankings
- Peer Comparisons

Policies

- Endowment Policy
- Foundation Policy
- Partnership Policy
- Reputation Policy

- 3.5 Academic and Student Affairs Committee. The Executive Committee shall recommend and the Board shall approve an Academic and Student Affairs Committee of a minimum of three members of the Board at the Annual Meeting. The Executive Committee, in consultation with the Rector and the President, shall recommend the Academic and Student Affairs Committee Chair. The Board shall approve the Committee Chair. This Committee will also select a Vice Chair from its members and this Vice Chair will serve in the absence of the Committee Chair and under the Committee Chair's delegated authority.

The Academic and Student Affairs Committee shall have control and oversight over all academic and student programs and activities. Academic and student programs and activities of the University include curriculum, land-grant, faculty appointments, promotion, tenure and compensation, recruitment, admissions and registration, residence life, health services, cultural affairs, student organizations, athletics, and such other related matters as shall be so recognized by the Board.

The responsibilities of the Academic and Student Affairs Committee shall include, but not be limited to, the oversight of the following areas:

Academic Matters

- Under Graduate and Graduate Programs & Degrees
- Summer & Affiliate Programs
- Accreditations

- Admission Standards & Results
- Enrollment Standards & Results
- Online & Distance Learning

Academic Development & Partnerships

- Affiliations
- Partnerships
- Dual Enrollment w/High Schools
- Community College Agreements

Student Matters

- Student Governance Structure
- Student Handbook
- Student Living
- Student Housing
- Student Food Service
- Student Resources (Textbook, Library, etc.)
- Student Orientation
- Judicial & Honor Systems

Faculty Matters

- Faculty Governance Structure
- Faculty Handbook
- Faculty Credentials (Tenure/Promotion/Research & Publication)
- Faculty Resignation/Retirement
- Faculty Development
- Faculty Salaries & Ratios

Security & Safety

- Security Protocols
- Safety Issues & Statistics
- Crime Issues & Statistics

Athletics

- Programs & Performance
- Intercollegiate Athletics
- NCAA

Policies

- Admission Policies
- Student Policies
- Faculty Policies
- Grade Policies
- Security Policies
- Athletic Policies

- 3.6 Audit and Compliance Committee. The Executive Committee shall recommend and the Board shall approve an Audit and Compliance Committee of a minimum of three members of the Board at the Annual Meeting. The Executive Committee, in consultation with the Rector and the President, shall recommend the Audit and Compliance Committee Chair. The Board shall approve the Committee Chair. This Committee will also select a Vice Chair from its members and this Vice Chair will serve in the absence of the Committee Chair and under the Committee Chair's delegated authority.

The Audit and Compliance Committee shall have control and oversight over all matters and policies pertaining to oversight of enterprise risk management, adherence to the audit charter, reviewing audits conducted by Internal Audit and external bodies, and providing guidance on auditing concerns to the full Board. This committee is also responsible for oversight of university compliance with all federal, state, and local laws and executive orders; and policies promulgated by academic and athletic accrediting bodies, regulatory agencies, funding agencies, and the State Council of Higher Education for Virginia. This committee conducts an annual evaluation of the Chief Audit Executive, who reports directly to the Board of Visitors through this committee.

The responsibilities of the Audit and Compliance Committee shall include, but not be limited to, the following areas:

Management

- Audit Plan
- Audit Results
- Hotline Management
- Public Auditor
- Risk Management
- Compliance Management
- Internal Controls

Governance

- Holding management responsible for the effective design and implementation of an internal control infrastructure over financial reporting, asset stewardship, regulatory compliance provision of open access to the Committee by internal and external auditors to discuss issues, concerns and scope of work
- Discussion, development (in collaboration with the Chief Audit Executive) and approval of the annual internal audit plan, based on a comprehend risk analysis and examination of the University's auditable business units
- Oversight of the progress of mitigation or remediation efforts in corrective action until satisfactory resolution
- Report and provide recommendations to full Board regarding progress and status of particular items of interest or attention

Policies

- Audit
- Compliance
- Enterprise Risk Management

ARTICLE IV. **POWERS AND DUTIES OF THE BOARD**

As public trustees, the members of the Board have the overall responsibility and authority, subject to constitutional and statutory limitations, for the continuing operation and development of the institution. In addition to the powers granted under Va. Code §§ 23.1-1000 through 23.1-1028 and § 23.1-1301.

Examples of the powers and responsibilities of the Board, as set forth in state statutes or as developed through tradition and practice, include, but are not limited to:

1. Election of the President of the University, who shall serve at the pleasure of the Board.
2. Establishment of fees, tuition, and other charges imposed by the University on students.
3. Approval of the University's admission standards.
4. Review and approval of the University's budgets and overview of its financial management.
5. Review and approval of proposed academic degree programs and the general overview of the academic programs of the University.
6. Review and approval of the establishment of new colleges or departments.
7. Approval of the establishment of positions reporting to the President.
8. Confirmation of appointments by the President, including all Vice Presidents, Assistant Vice Presidents, Associate Vice Presidents, Deans and the approval of all contracts of renewal for such administrators.
9. Representation of the University to citizens and officers of the Commonwealth of Virginia, especially in clarifying the purpose and mission of the University.
10. Approval and confirmation of promotions, grants of tenure, and employment of faculty and administrators.³
11. The determination of the salary ranges for all faculty ranks and the establishment of other compensation and benefits.
12. Review and approval of physical plant development of the campus.
13. Review and approval of all naming opportunities, including buildings and other University property, endowments, scholarships, professorships, and endowed chairs.
14. Review, approval, or delegation to the Administration of the power to grant rights-of-way and easements on University property.
15. Review, approval, or delegation to the Administration of the power to approve real property transactions.
16. Review and approval of personnel policies for the faculty and administrators, including the Faculty Handbook.
17. The exercise of other powers conferred on corporations by the provisions of Chapter 10 of Title 13.1 of the *Code of Virginia*.

³ In practice, the President and officers of the University make interim appointments that are confirmed by the Board.

18. The establishment of policies mandated under the provisions of Title 23.1 of the *Code of Virginia*.
19. The exercise of all powers conferred on the Board in Chapter 27 of Title 23.1 of the *Code of Virginia*.
20. Each Board member is subject to the provisions of the State and Local Government Conflict of Interests Act and must file reports as necessary and required by law.

ARTICLE V. **FINANCIAL EXIGENCY**

The Board, by vote of two-thirds majority of the Board, at any regular, special, or emergency called meeting may declare a state of financial exigency. Upon declaration of a state of financial exigency, the Board shall direct the President to prepare a revised budget. Such revised budget shall be based on general guidelines as may be provided to the President at the discretion of the Board, including program reduction, program elimination, termination of employment, leave without pay, and other actions as may be necessary to reduce anticipated expenditures. The revised budget shall be subject to approval of the Board.

ARTICLE VI. **THE PRESIDENT**

The President of the University shall be the chief executive and academic officer of the University.

- 6.1 Election. The President shall be elected by the Board of Visitors and may be removed only by assent of two-thirds of the whole number of Visitors. The President shall attend all meetings of the Board and shall have notice of and the privilege of attending all meetings of its committees.
- 6.2 Powers and Duties. As the chief executive and academic officer of the University, the President shall have the following powers and duties:
 1. The President shall have responsibility for the operation of the University in conformity with the purposes and policies determined by the Board.
 2. The President shall act as adviser to the Board and shall have responsibility for recommending those policies and programs that in the opinion of the President will best promote the interests of the University.
 3. The President shall recommend to the Board long-range educational goals and programs and the new degrees that may be best suited to attain those goals and programs.
 4. The President shall have the power to establish and modify the internal administrative structure of the University. The administrative structure of the University shall be designed to ensure proper management of the University, adequate planning and evaluation of academic programs, and continued improvements of academic programs. The President shall have the authority to appoint all advisory officers except vice presidents, assistant vice presidents, associate vice presidents and deans. The President shall recommend vice presidential, assistant vice presidential, associate vice presidential and dean appointments to the Board for the Board's confirmation.
 5. The President shall recommend to the Board of Visitors the election and initial compensation of salaried members of the faculty holding professorial rank or named chairs, promotions of faculty members to the ranks of associate professor, full professor, and professor emeritus, and the removal of faculty members for cause.
 6. The President shall be authorized, after consultation with the Provost, Dean, department head, and

- other affected administrative officers, to suspend any faculty member at anytime for proper cause.
- 7. The President shall have primary responsibility for the establishment and maintenance of proper relationships with the alumni.
- 8. The President shall at all times maintain cordial relationships with the students, guarding and protecting their best interests and ensuring that they have an opportunity for a rewarding educational experience.
- 9. The President shall be responsible for the discipline of students with the power to impose appropriate penalties including expulsion.
- 10. The President shall recommend to the Board each year an annual budget and financial, operating and staffing plans for the operation of the University for the following fiscal year. The timing of this submission shall be coordinated with the state budgetary planning process and shall be based on priorities that have been previously discussed with and approved by the Board. Upon ratification and approval of the Board, the President shall submit to the Governor a biennial budget request as required by law or regulation.
- 11. The President shall promote the development of the endowment funds of the University and shall be authorized to accept any gift or grant subject to the approval of the Governor as required, making a report to the Board of such gifts or grants.
- 12. The President shall perform such other duties as may be required by the Board.

6.3 Evaluation of the President. The Board is responsible for oversight of the President’s performance. The President, in open or closed session, as appropriate, at the Annual Meeting of the Board, shall submit his/her annual report on objectives, specific and general, developed by the President and the Rector and agreed to by the Board for the past year. The Board shall subsequently evaluate the President’s performance for the past year. Objectives for each ensuing year shall also be presented at the Annual Meeting of the Board for approval.

ARTICLE VII. FACULTY

The faculty and administrators of the University receive recommendations for appointments and renewals by appropriate University officials, and their names, titles and salaries are submitted for approval to the Board of Visitors.

Pursuant to the powers vested in the Board by Va. Code §§ 23.1-1301 through 23.1-1310, § 23.1-2700 and § 23.1-2702, or succeeding provisions, all faculty appointments and contracts are subject to board policy, rule, resolutions, orders, instruction and these bylaws.

Only the Board confers tenure and all rights associated with tenure expire with termination of employment. Tenure cannot be earned *de facto*, regardless of the number of years of service.

ARTICLE VIII. CONSTRUCTION

These bylaws shall be construed to be consistent with enactments of the General Assembly, including but not limited to Title 23.1 of the *Code of Virginia*, the Virginia Freedom of Information Act, the Virginia Public Procurement Act, and the State and Local Government Conflict of Interests Act. Nothing contained in the Bylaws should be interpreted to diminish or alter the common law or statutory powers of the Board.

ARTICLE IX. **AMENDMENTS**

These amended bylaws are hereby adopted and shall be effective this 18th day of November, 2022. All former bylaws of the Board are hereby repealed. These bylaws may be changed by majority vote of the Board at any regular or special meeting of the Board.

ARTICLE X. **APPENDIX**

Virginia State University Board of Visitors' Statement of Governance

Virginia State University Board of Visitors' Code of Ethics

Virginia State University Board of Visitors' Freedom of Information Rights and Responsibilities

**RESOLUTION OF THE BOARD OF VISITORS OF
VIRGINIA STATE UNIVERSITY
VIRGINIA COLLEGE BUILDING AUTHORITY FINANCING AUTHORIZATION**

WHEREAS, pursuant to and in furtherance of Chapter 12, Title 23.1 of the Code of Virginia of 1950, as amended (the “Act”), the Virginia College Building Authority (the “Authority”) developed a program (the “Program”) to purchase debt instruments issued by public institutions of higher education in the Commonwealth of Virginia (“Participating Institutions” and each a “Participating Institution”) to finance or refinance projects of capital improvement (“Capital Projects” and each a “Capital Project”) included in a bill passed by a majority of each house of the General Assembly of Virginia (the “General Assembly”);

WHEREAS, under the Program the Authority from time to time issues its Educational Facilities Revenue Bonds (Public Higher Education Financing Program) (“Pooled Bonds”) to finance the purchase or refunding of debt instruments issued by Participating Institutions to finance or refinance Capital Projects;

WHEREAS, if a Participating Institution desires to finance or refinance a Capital Project through the Program it must enter into a loan agreement with the Authority, under which: (i) the Participating Institution will issue its promissory note pursuant to Chapter 11, Title 23.1 of the Code of Virginia of 1950, as amended, to evidence a loan to it by the Authority; (ii) the Authority will agree to issue Pooled Bonds and use proceeds thereof to purchase the promissory note; (iii) the Participating Institution will agree to use proceeds of Pooled Bonds, loaned to it and received in exchange for its promissory note, to finance or refinance the Capital Project and to not take actions that may jeopardize any federal tax-exempt status of interest on Pooled Bonds allocable to financing or refinancing the Capital Project; and (iv) the Participating Institution will agree to make payments under the promissory note in sums sufficient to pay, together with certain administrative and arbitrage rebate payments, the principal of, premium, if any, and interest due on such Pooled Bonds;

WHEREAS, the Board of Visitors (the “Board”) of VIRGINIA STATE UNIVERSITY (the “Institution”) from time to time desires to finance or refinance Capital Projects for the Institution as a Participating Institution under the Program, and now proposes that the Institution issue its promissory note or notes (collectively, the “Note”) to be sold to the Authority in accordance with a loan agreement or loan agreements between the Institution and the Authority (collectively, the “Loan Agreement”), under which proceeds of Pooled Bonds will be loaned to and received by the Institution in exchange for the Note, to finance or refinance costs of the following Capital Projects authorized for bond financing by the General Assembly: the STUDENT UNION BUILDING (Project Code 212-17965) (collectively, the “Project”); and

WHEREAS the Board desires to designate certain Institution officers (i) delegated authority to approve the forms of and to execute and deliver the Loan Agreement, the Note and any amendments thereto, and any other documents necessary or desirable in connection with financing or refinancing costs of the Project through and participation in the Program; and (ii) responsible for monitoring post-issuance compliance with covenants of the Institution related to maintaining any federal tax-exempt status of interest on Pooled Bonds;

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD:

Section 1. The Project is hereby designated to be undertaken and financed or refinanced by the Authority and, accordingly, the **SENIOR VICE PRESIDENT FOR FINANCE AND ADMINISTRATION** (the “Authorized Officers”) are hereby delegated and invested with full power and authority to approve the forms of the Loan Agreement, the Note and any amendments thereto (in connection with any refunding of Pooled Bonds financing or refinancing the Project or otherwise), and any pledge to the payment of the Note and any amendment thereto of total gross university sponsored overhead, unrestricted endowment income, tuition and fees, indirect cost recoveries, auxiliary enterprise revenues, general and non-general fund appropriations and other revenues not required by law or previous binding contract to be devoted to some other purpose, restricted by a gift instrument for another purpose or excluded from such pledge as provided in the Loan Agreement, subject to the provisions of Section 3 hereof.

Section 2. Subject to the provisions of Section 3 hereof, the Authorized Officers are each hereby delegated and invested with full power and authority to execute, deliver and issue, on behalf of the Institution, (a) the Loan Agreement, the Note and any amendments thereto (in connection with any refunding of Pooled Bonds financing or refinancing the Project or otherwise), with approval of such documents in accordance with Section 1 hereof evidenced conclusively by the execution and delivery of the respective document, and (b) any other documents, instruments or certificates as may be deemed necessary or desirable to finance or refinance costs of the Project through and participate in the Program, and to further carry out the purposes and intent of this resolution. The Authorized Officers are authorized and directed to take such steps and deliver such certificates in connection with delivery of the Note, and any amendment thereto, as may be required under any existing obligations, including bond resolutions relating to any outstanding general revenue pledge bonds, and to notify Virginia Department of Treasury representatives serving as Authority staff at least 60 days in advance of a pledge of any amounts pledged to the payment of the Note in accordance with Section 1 hereof to, or as security for, the payment of any other Institution obligations issued or entered into after the date hereof for so long as the Note and any amendments thereto remain outstanding.

Section 3. The authorizations given above as to the approval, execution, delivery and issuance of the Loan Agreement, the Note and any amendments thereto (in connection with any refunding of Pooled Bonds financing or refinancing the Project or otherwise) are subject to the following parameters: (a) the principal amount to be paid under the Note allocable to any component of the Project, together with the principal amount of any other indebtedness with respect to such component, shall not be greater than the amount authorized for such component by the General Assembly plus amounts needed to fund issuance costs, original issue discount, other financing (including without limitation refunding) expenses and any other increase permitted by law; (b) the aggregate principal amount of the Note shall in no event exceed **\$35,547,000** as the same may be so increased; (c) the aggregate interest rate payable on the Note shall not exceed the rate established and approved by the Treasury Board of the Commonwealth which is required by Section 2.2-2416 of the Code of Virginia of 1950, as amended, to approve the terms and structure of financing arrangements for Participating Institutions (d) the weighted average maturity of the principal payments due under the Note shall not exceed 20 years after the original issue date of the Note; (e) the last principal payment date under the Note shall not extend beyond the reasonably expected weighted economic life of the Project; and (f) subject to the foregoing, the actual amount,

interest rates, principal maturities, and date of the Note shall be approved by an Authorized Officer, as evidenced by the execution thereof.

Section 4. The Board acknowledges that if there is a failure to make, as and when due, any payment of the principal of, premium, if any, and interest on any promissory note issued by the Institution as a Participating Institution to the Authority under the Program, including without limitation the Note and any amendments thereto, the State Comptroller is authorized under the Program and Section 23.1-1211 of the Code of Virginia of 1950, as amended, to charge against appropriations available to the Institution all future payments of principal of, premium, if any, and interest on such promissory note when due and payable and to make such payments to the Authority or its designee, so as to ensure that no future default will occur on such promissory note.

Section 5. The Board agrees that if the Authority determines the Institution as a Participating Institution shall be subject to continuing disclosure obligations under Rule 15c2-12 of the federal Securities and Exchange Commission with respect to any Pooled Bonds, (a) an Authorized Officer shall, and is hereby authorized and directed to, enter into a continuing disclosure undertaking in form and substance reasonably satisfactory to the Authority, and (b) the Institution will comply with the provisions and disclosure obligations contained therein.

Section 6. The Board designates the **SENIOR VICE PRESIDENT FOR FINANCE AND ADMINISTRATION** to be responsible for implementing procedures to monitor post-issuance compliance with covenants in any loan agreement between the Institution as a Participating Institution and the Authority, including the Loan Agreement and any amendments thereto, related to maintaining tax-exempt status for federal income tax purposes of interest on any Pooled Bonds, including without limitation monitoring the use of any portion of all Capital Projects for the Institution financed or refinanced with such Pooled Bonds and compliance with any applicable federal income tax remedial action requirements in connection with certain changes in such use. Such officer shall review such post-issuance compliance at least annually for so long as such Pooled Bonds remain outstanding.

Section 7. This resolution shall take effect immediately upon its adoption.

Adopted: November 18, 2022

Valerie K. Brown, Rector
**BOARD OF VISITORS OF
VIRGINIA STATE UNIVERSITY**

Christine M. Darden, Secretary
**BOARD OF VISITORS OF
VIRGINIA STATE UNIVERSITY**

**RESOLUTION OF THE
VIRGINIA STATE UNIVERSITY BOARD OF VISITORS
APPROVAL OF
VIRGINIA STATE UNIVERSITY ECONOMIC DEVELOPMENT CORPORATION**

WHEREAS, Virginia State University (“VSU”) desires to establish a 501(C)3 foundation with the Virginia’s Gateway Region (VGR) named the VSU Economic Development Corporation (the “Foundation”). The purpose of the Foundation is to develop economic development projects throughout the Tri-Cities of Petersburg, Hopewell and Colonial Heights; surrounding counties of Dinwiddie, Prince George, Chesterfield, Surry & Sussex and areas in close proximity to the University (the “Region”); and

WHEREAS, VSU is the premier educational 4-year institution located within the Region and offers 36 undergraduate degree programs, 16 graduate degree programs, two doctoral degree programs and eight certificate programs throughout the Region. VSU features six colleges that work in the Region, the College of Agriculture, the Reginald F. Lewis College of Business, the College of Engineering and Technology, the College of Education, the College of Humanities and Social Sciences and the College of Natural and Health Sciences; and

WHEREAS, VGR is a private, nonprofit economic development organization that markets the Region and fosters prosperity in the Region through business growth, powerful partnerships and the delivery of innovative solutions. VGR offers experience in the Region pertaining to market analysis, site-selection assistance, site development, financial contacts, customized research, governmental knowledge and other capabilities critical for economic development; and

WHEREAS, VSU and VGR will cultivate and curate business ventures in the Region for the benefit of VSU. VSU and VGR will accept, acquire, lease, hold, develop, operate, manage, sell, dispose of and otherwise deal in real estate or other assets; and

WHEREAS, the Foundation shall have a Board of Directors of the Corporation between 5 to 15 in number. The initial Board of Directors of the Corporation shall be (1) the President of Virginia’s Gateway Region, (2) the President of VSU, (3) the Chief Operating Officer of Virginia’s Gateway Region, (4) the Senior Vice-President for Finance and Administration of VSU, (5) a person designated by President of VSU, and (6) a person designated by Virginia’s Gateway Region Board of Directors; and

WHEREAS, Section 1110 (II)(B) of the Policy on University-Related Foundations provides that Foundations may be created only with the approval of the Board of Visitors after a review of the purpose of the Foundation, its proposed organizational format, and the scope of its activities; and

NOW, THEREFORE, BE IT RESOLVED THAT, the Board of Visitors of Virginia State University hereby approves the establishment of the Virginia State University Economic Development Corporation.

Dr. Valerie K. Brown, Rector

Christine M. Darden, Secretary

Date

Date



Greater Happens Here



Board of Visitors Report November 17, 2022

The Revolutionary Administration





Goals-Mission-Values

Mission: “To create a long lasting legacy beyond us, leaving VSU students with tools that will prepare them for the real world and to help VSU ‘26, ‘27, ‘28 be able to thrive.”

Vision: To revolutionize, evolve, and build an empire of communication, engagement, and student success that makes it beyond the students and student body.

Values: Relatable, Accountable, Servant Leadership, Personable, Transparent, Inclusive

Slogan: “For the People by the People.”



Semester Overview

As the semester comes to an end, it has been extremely productive, and students are adjusting to returning to a campus that is fully operational, much like it was before the pandemic. There has been an increase in campus engagement and student attendance at in-person classes.



Previous Accomplishments

- Worked with administration to increase campus security.
- Worked with administration to provide inside dining during Ghost Kitchen hours.
- Worked with administration to provide more counselors and mental health events to promote the importance of mental health.
- Worked with administration to provide more options in the dining halls such as smoothies, omelettes, working ice cream machine, and all-day waffle machines.
- Advocated for Traditionz Food Truck as a dinner food option.
- Advocated to implement music in dining halls.
- Opened gyms back in-residence halls.
- Hosted the SGA Talent Show during homecoming with a capacity of over 900 students.
- Participated in multiple community service events including serving food in Gateway Dining Hall, high school tour and trash pick-up.
- Held the first in person town hall since the pandemic with sixty-two people in attendance and the second Town Hall with fifty-four people attending.



Trojan Pride









Current Issues

- Complaints about campus security.
- Students complaining about dining hall experience due to the lack of food quality and a variety of food options.
- Faculty, staff, and students having problems connecting to the campus Wi-Fi.
- Students complaining about not knowing who their advisors are and advisors not being responsive.
- Shuttle bus consistently running on its required time frame.
- Starbucks and subway as the only food options besides the café because Chick-Fil-A is not open yet.
- More flex options such as Chipotle or Zaxby's.
- Some students do not feel safe going home and would like an option to live on campus during winter break.



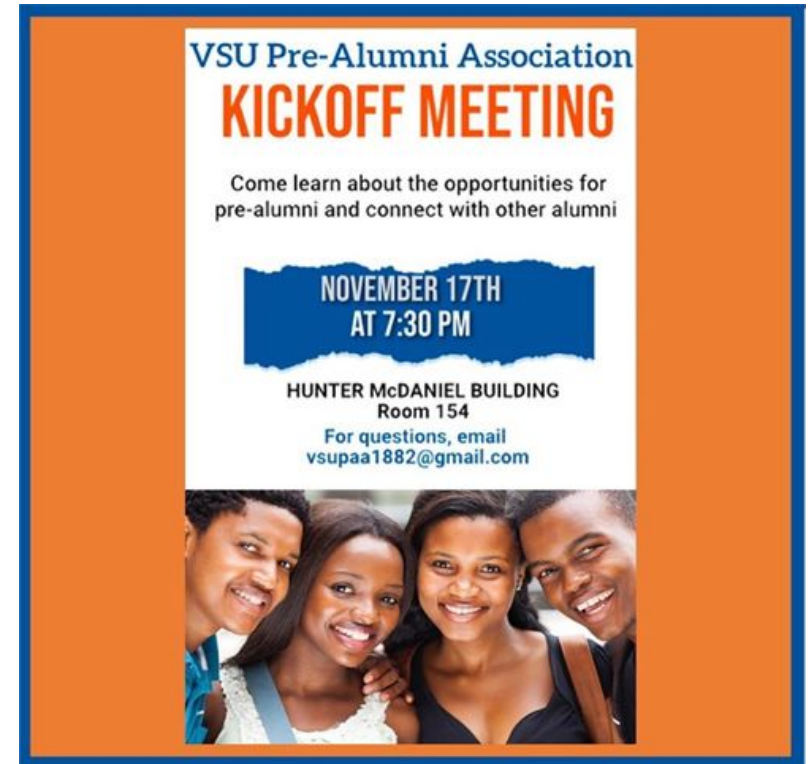
Current Initiatives

- Having a SGA bench that represents all student leaders and provides a space for students to sit on the yard.
- Wrapping the elevators of some resident halls and campus buildings to promote school pride.
- Have an arcade in Foster Hall so students can engage in fun activities during their free time.
- Create an app that provides current information about VSU such as shuttle bus times, dining hall options, wellness days.
- Trip to Africa so students can learn about their history.
- Provide students with wallet size diplomas to always have accessible.



Current Initiatives

- A clothing drive to give back to the local VSU community during the winter season.
- Partnering with Apple to provide all students with Apple products such iPads and AirPods.
- Partnering with a scooter company such as lime to get scooters on campus to provide transportation.
- Bring back Cultured Tour which was a program at VSU that took students on trips to do things they normally wouldn't do such as snowboarding and skiing.
- Providing a SGA scholarship to the campus to provide financial aid to students.
- Getting students to learn more about the Pre-Alumni Association and preparing to give back to VSU.





Questions/Dialogue



Thank You For Your Time.