

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

**BOARD MEETING
MINUTES**

Thursday, September 19, 2013

CALL TO ORDER

Mr. Harry Black, Rector, called the meeting of the Virginia State University ("VSU") Board of Visitors ("Board") to order in Room A of the Gateway Dining Event Center at 1:05 p.m.

ROLL CALL

A quorum was present.

Board Members Present:

Mr. Harry Black, Rector
Mr. Willie C. Randall, Vice Rector (*absent*)
Ms. Daphne M. Reid, Secretary
Mr. George K. Anas, II
Dr. William C. Boshier (*arrived 3:30 p.m.*)
Mr. Allyn Myles Carnam
Mr. Felix Davis, Jr.
Dr. Robert E. Denton, Jr.
Mr. Frederick S. Humphries, Jr.
Ms. Catherine H. Gillespie
Mr. Terone B. Green
Ms. Jennifer Hunter
Mr. E. Ray Murphy
Mr. James H. Starkey, III (*absent*)
Mr. Huron Winstead
Dr. Rodney Gaines, Faculty Member Representative
Mr. Jahliel Thurman, Student Government Association Representative

Administration Present:

Dr. Keith T. Miller, President
Dr. W. Weldon Hill, Vice President for Academic Affairs
Dr. Michael M. Shackelford, Vice President for Student Affairs
Mr. David J. Meadows, Vice President for Administration and Finance
Ms. Adrienne Whitaker, Interim Vice President for Institutional Advancement
Dr. Elliott L. Wheelan, Associate Vice President for Human Resources
Mr. Cortez K. Dial, Chief of Staff
Ms. Joanne Curtis Taylor, Chief Audit Executive

Legal Counsel Present:

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

Other Attendees:

Mr. Travis Edmonds, Office of Information Technology
Dr. Benita Brown, Health, Physical Education and Recreation
Dr. Joyce Edwards, Associate Professor, Sociology, Social Work and Criminal Justice
Dr. Milton O. Faison, Assistant Professor, Biology
Dr. Deborah Goodwyn, Associate Professor, Language and Literature
Mr. Hubert Harris, VSU Chief Information Officer
Mr. Conaway Haskins, Executive Director, Government and External Affairs
Ms. Michaela Hatcher, Internal Audit
Ms. Joyce Henderson, Executive Director, VSU Real Estate Foundation
Dr. Robert L. Turner, Executive Director, VSU Foundation
Ms. Jenni Booker, Institutional Advancement
Ms. Tajuana Eddleton, Institutional Advancement
Mr. Emmanuel Wright, Compensation and Benefits Manager, Human Resources

OPENING REMARKS

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

Mr. Anas presented and moved for approval the recommendation that Ms. Reid serve as the Secretary of the Board of Visitors with an effective date of September 19, 2013. The motion was seconded by Mr. Carnam and carried by roll call voice vote. Ms. Reid abstained.

Mr. Black welcomed new board members Mr. Frederick Humphries, Jr. and Mr. Huron Winstead. Mr. Humphries and Mr. Winstead welcomed the opportunity to be a part of the Board of Visitors and expressed their excitement and passion regarding the mission and future of Virginia State University.

Mr. Green presented and moved for approval the following committee recommendations: Mr. Humphries, Academic and Student Affairs Committee and Facilities, Finance and Audit Committee; Mr. Winstead, Resource Committee and Facilities, Finance and Audit Committee; Mr. Davis, Academic and Student Affairs Committee and Institutional Advancement. The motion was seconded by Mr. Murphy and carried by roll call voice vote.

Mr. Winstead presented and moved for approval the one year appointment of Dr. Rodney Gaines, Faculty Representative to the Board, and Mr. Jhaliel Thurman, Student Representative to the Board. The motion was seconded by Mr. Murphy and carried by roll call voice vote.

The Rector recessed the meeting of the full Board at 1:30 p.m. to allow for concurrent committee meetings. The reports of matters considered by the committees are included in the minutes of the Board's meeting held Friday, September 20, 2013.

**BOARD MEETING
MINUTES
Friday, September 20, 2013**

CALL TO ORDER

Mr. Harry Black, Rector, called the meeting of the Virginia State University ("VSU") Board of Visitors ("Board") to order in Room A of the Gateway Dining Event Center at 8:05 a.m.

ROLL CALL

A quorum was present.

Board Members Present:

Mr. Harry Black, Rector
Mr. Willie C. Randall, Vice Rector
Ms. Daphne M. Reid, Secretary
Mr. George K. Anas, II
Dr. William C. Boshier (*arrived 8:16 a.m.*)
Mr. Allyn Myles Carnam
Mr. Felix Davis, Jr.
Dr. Robert E. Denton, Jr.
Mr. Frederick S. Humphries, Jr.
Ms. Catherine H. Gillespie
Mr. Terone B. Green
Ms. Jennifer Hunter
Mr. E. Ray Murphy
Mr. James H. Starkey, III (*via teleconference*)
Mr. Huron Winstead (*arrived 8:16 a.m.*)

Dr. Rodney Gaines, Faculty Member Representative
Mr. Jahliel Thurman, Student Government Association Representative

Administration Present:

Dr. Keith T. Miller, President
Dr. W. Weldon Hill, Vice President for Academic Affairs
Dr. Michael M. Shackelford, Vice President for Student Affairs
Mr. David J. Meadows, Vice President for Administration and Finance
Ms. Adrienne Whitaker, Interim Vice President for Institutional Advancement
Dr. Elliott L. Wheelan, Associate Vice President for Human Resources
Mr. Cortez K. Dial, Chief of Staff
Ms. Joanne Curtis Taylor, Chief Audit Executive

Legal Counsel Present:

Mr. Ron Forehand, Senior Assistant Attorney General
Mr. Roscoe C. Roberts, University Legal Counsel
Ms. Bonnie N. Degen, Legal Assistant, University Legal Counsel
Ms. Christy G. Brown, Paralegal, University Legal Counsel

Other Attendees:

Mr. Travis Edmonds, Office of Information Technology
Dr. Joyce Edwards, Associate Professor, Sociology, Social Work and Criminal Justice
Dr. Milton O. Faison, Assistant Professor, Biology
Dr. Deborah Goodwyn, Associate Professor, Language and Literature
Mr. Hubert Harris, VSU Chief Information Officer
Mr. Conaway Haskins, Executive Director, Government and External Affairs
Ms. Michaela Hatcher, Internal Audit
Ms. Joyce Henderson, Executive Director, VSU Real Estate Foundation
Dr. Nicolle Parsons-Pollard, Associate Professor, Sociology, Social Work and Criminal Justice
Dr. Robert L. Turner, Executive Director, VSU Foundation
Ms. Julia Walker, EEO Manager, Human Resources
Ms. Sarah Witiak, Assistant Professor, Biology
Mr. Emmanuel Wright, Compensation and Benefits Manager, Human Resources

OPENING REMARKS

Mr. Starkey confirmed that he was located at 121 Plumb Point Road, Deer Isle, Maine, which was fully accessible to the public as required by the Virginia Freedom of Information Act (FOIA).

RECTOR'S REMARKS

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

APPROVAL OF MINUTES

Rector Black called for approval, the minutes of the Board meeting held June 14, 2013 and the Executive Committee meeting held July 26, 2013. A motion for their approval was made by Mr. Randall, and seconded by Mr. Green and the minutes were approved by voice vote.

PRESIDENT'S REMARKS

President Miller highlighted: the global expansion of scholarships, teaching, learning and service; the Gospel Chorale's America's Got Talent performances; the Concert Choir's Kennedy Center performances; the Art and Design program ranking in the top 100 in the Country, one of only two in Virginia; African American Engineer and Educator graduation rates; Virginia State University's military friendly designation; programmatic challenges in scholarship funds; the importance of international experiences for faculty and students; naming opportunities; financial challenges in State spending, Federal sequestration, tuition increases and cost, and retention; incoming students; and underrepresented groups in higher education in the State of Virginia.

The President introduced Mr. Jahliel Thurman, senior, Mass Communications major, Student Government Association (SGA) President, and Student Representative to the Board of Visitors at Virginia State University. Mr. Thurman provided a brief overview of why he selected Virginia State University and his experience as a VSU student.

Discussion ensued regarding the state of higher education and the need for higher graduation rates.

COMMITTEE REPORTS

Facilities, Finance and Audit Committee

(Committee members present were: Murphy, Black, Carnam, Green, Randall, Winstead.)

Mr. E. Ray Murphy, Chair of the **Facilities, Finance and Audit Committee**, highlighted the 2014-2016 biennium update to The Six Year Plan. Extensive board discussion ensued regarding the plan. Mr. Murphy motioned for approval, The Six Year Plan for 2014-2020. The motion was seconded by Mr. Starkey and carried by roll call voice vote.

Mr. Murphy presented and moved for approval, the authorization for exchange of real property with the City of Colonial Heights, the granting of necessary easements to the city, and the authorization for the administration to seek approval for transactions from the Department of

General Services and the Governor. The motion was seconded by Mr. Randall and carried by roll call voice vote.

Mr. Murphy presented and moved for approval the following to be added to the Board bylaws:

The President or the Vice President for Administration and 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.

The motion was seconded by Mr. Randall and carried by roll call voice vote.

Mr. Murphy discussed the transfer of property located on Chesterfield Avenue to the VSU Trojan Development Company, LLC. Mr. Murphy presented and moved to grant to the President or the Vice President for Administration and Finance the authority to execute all legal documents, after review by legal counsel, for the conveyance, lease or gift to the Foundation or other entity, the real property identified in Attachment "A" for the financing, development and management of the project. Extensive discussion ensued. The motion was seconded by Mr. Randall and carried by roll call voice vote.

Mr. Murphy highlighted the modified fiscal year 2013-2014 budget and the State Council of Higher Education for Virginia (SCHEV) 2013-14 Full Cost Report. Discussion ensued.

On behalf of the committee, Mr. Murphy presented and moved for approval the following board statement:

As a means of ensuring and supporting the Board's fiduciary responsibility as it relates to governance oversight of the means and methods of how the University spends money, the committee moves to require the University Internal Auditor to conduct an annual compliance and performance audit of the University's contracting and procurement activity in accordance with Generally Accepted Auditing Standards (GAAS). The results of the audit should be presented to the Facilities, Finance and Audit Committee at its January meeting and then to the Full Board. The audit for the 2013-2014 school year will need to be adjusted/modified to meet the January deadline for this kickoff year. Although it is intended that this board request be budget neutral, the Internal Auditor is to be provided the necessary resources to carry out the directive.

The statement is to serve as a preamble and Mr. Murphy along with the Internal Auditor will provide an outline of the process and the resources needed. The motion carried by roll call voice vote. Mr. Davis abstained.

Mr. Murphy stated that risk management will be the focus of the November 2013 committee meeting.

Mr. Murphy highlighted and moved for approval, the Fiscal Year 2014 Internal Audit Plan and Goals and Objectives. The motion was seconded by Mr. Randall and carried by roll call voice vote. Discussion ensued.

Academic and Student Affairs

(Committee members present were: Boshier, Denton, Gillespie, Green, Murphy, Humphries.)

Dr. Robert Denton, Chair of the **Academic and Student Affairs Committee**, asked that Dr. Shackelford provide a brief update on student affairs which included: financial aid; satisfactory student academic progress; Parent Plus loan approval rates; enrollment; and status updates on the residence halls.

Dr. Hill discussed the proposed Variable-Rate Course Material Fee increase. The increase would be to the previously approved course material fee of \$25 to a variable-rate not to exceed \$200. The fee will cover the cost of electronic materials which preclude students having to purchase certain books. Dr. Denton motioned for approval the increase to the course material fee. The motion was seconded by Mr. Murphy and carried by roll call voice vote.

Dr. Hill highlighted the following proposed revisions to the Faculty Handbook: Department Head nominations, faculty may recommend a nominee for Department Head at the request of the Dean and/or Provost; evaluation of the Deans, the Provost and the President will be conducted by Human Resources or an external service provider approved by Human Resources; standards for discipline-specific scholarship requirements for evaluation and promotion/tenure will be established by the Deans in consultation with Department Heads and approved by the Provost; and syntax corrections. Dr. Denton motioned for approval the revisions to the Faculty Handbook. The motion was seconded by Mr. Murphy and carried by roll call voice vote.

Resource Committee

(Committee members present were: Carnam, Anas, Black, Hunter, Randall, Reid, Starkey via teleconference, Winstead.)

Mr. Allyn Carnam, Chair of the **Resource Committee**, highlighted the following proposed board statements regarding new hires and contract continuation.

New Hires

In advance of contract execution, the Resource Committee Chair and President shall distribute a new contract to the Committee for comment and feedback to the

Rector, who affirms the new hire, or not, within five business days. This policy applies to Assistant Vice Presidents, Associate Vice Presidents, Deans and Vice Presidents.

Contract Continuation

Proposed contract renewals of Assistant Vice Presidents, Associate Vice Presidents, Deans, and Vice Presidents will be presented to the Resource Committee for the April Board of Visitors meeting. The Board will affirm, or not affirm, contracts at this meeting.

Extensive discussion ensued. A motion for their approval was made by Mr. Carnam and seconded by Mr. Randall and carried by roll call voice vote. Mr. Davis, Mr. Humphries and Mr. Murphy respectfully voted no.

Faculty Representative

Dr. Rodney Gains, Faculty Member Representative to the Board of Visitors, highlighted: the Faculty Senate election and report; faculty research and scholarly activities; communication between the administration and faculty; faculty handbook revisions; and distance education.

Athletics

Mr. Cortez Dial, Chief of Staff, provided a brief update on the University athletics program, which included: academics first; 2012-2013 Grade Point Average (GPA) per sport; Central Intercollegiate Athletic Association (CIAA) ranking per sport; national recognition; 2012-2013 athlete community service hours; 2013-2014 Athletic Grant-In-Aid; and annual National Collegiate Athletic Association (NCAA) and CIAA reporting.

Institutional Advancement

(Committee members present were: Starkey via teleconference, Anas, Bosher, Denton, Gillespie, Hunter, Reid, Winstead.)

Ms. Jennifer Hunter reported on behalf of the **Institutional Advancement Committee**, and asked that Dr. Milton Faison provide an update on the Strategic Plan and summarize the proposed revisions, which included: the renaming and realigning of goals and objectives; the addition of precise narratives, assessment measures and implementation strategies for each goal; and a revised mission statement. Ms. Hunter motioned for approval the revised Strategic Plan. The motion was seconded by Mr. Starkey and carried by roll call voice vote.

Ms. Hunter presented and moved for approval the establishment of a Virginia State University Trojan Explosion Band Booster Association. The motion was seconded by Mr. Randall and carried by roll call voice vote.

Ms. Hunter reported that there is significant reporting work underway and structure being put in place in the University's Institutional Advancement Office. The committee looks to receive an update on the office's progress as well as a governmental relations update regarding what the legislative cycle will look like for 2014 to include critical issues, and strategies.

Spider Management will present to the full board at the November 2013 meeting.

Mr. Starkey requested that the Administration implement a student tracking plan to gauge and report, at designated intervals, post-graduation success rates. The committee anticipates the first report to the Board in June of 2014. This initiative will serve as a benefit to the office of Institutional Advancement.

CLOSED SESSION

In accordance with §§ 2.2-3711(A)(1) and (7) of the *Code of Virginia*, the Board convened in closed session at 12:30 p.m. for personal matters and consultation with legal counsel. The motion provided that President Miller, Dr. Hill, Attorney Forehand, Attorney Roberts, Ms. Brown, Ms. Degen, Ms. Hatcher, and Ms. Taylor attend the closed meeting as their presence was deemed necessary to aid the Board in its deliberations.

The Board reconvened in open session at 3:58 p.m. in accordance with § 2.2-3712(D) of the *Code of Virginia*. Ms. Reid conducted the poll in which all board members certified that the Board only discussed personnel matters and consulted with legal counsel as authorized by law. All board members present certified compliance with the Freedom of Information Act.

Ms. Reid presented and moved to approve the action requesting that management report to the Executive Committee at the November 2013 meeting, its response to Internal Audits reports involving Dr. Mark Phillips. The motion was seconded by Mr. Winstead and carried by roll call voice vote.

Mr. Randall presented and moved for approval the phasing out of the nursing program. The motion was seconded by Mr. Winstead and carried by roll call voice vote.

There being no further business, the Rector adjourned the meeting of the Board at 3:59 p.m.

Harry Black

Harry Black, Rector

9/20/13

Date

Daphne Maxwell Reid

Daphne Maxwell Reid, Secretary

9/20/13

Date

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

AUTHORIZING THE SIX YEAR PLAN FOR 2014 – 2020

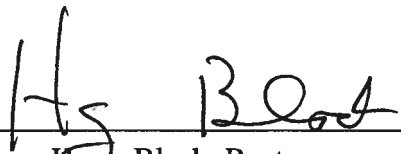
WHEREAS, Section 23-38.87:17 of the *Code of Virginia* requires that "[t]he governing board of each public institution of higher education shall develop and adopt biennially and amend or affirm annually a six-year plan for the institution....," and

WHEREAS, every biennium, Virginia State University must submit a Six-Year Plan for consideration by the State Council of Higher Education for Virginia (SCHEV), the Governor and the respective chairs of the House Appropriations Committee and the Senate Finance Committee; and

WHEREAS, each plan must address the institution's academic, financial, and enrollment plans and prioritize programs for the next three (3) biennia; and

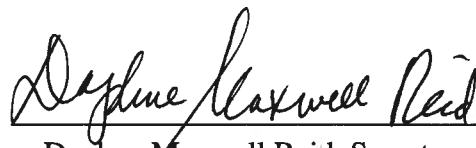
WHEREAS, the Board of Visitors adopts a Six-Year Plan that is consistent with the University's strategic plan;

NOW, THEREFORE, BE IT RESOLVED THAT, the Board of Visitors of Virginia State University hereby approves the University's Six-Year Plan covering the fiscal years 2014 – 2020.



Harry Black, Rector
9/20/13

Date



Daphne Maxwell Reid, Secretary
9/20/13

Date

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

**AUTHORIZATION FOR EXCHANGE OF REAL PROPERTY WITH
THE CITY OF COLONIAL HEIGHTS WITH GRANT OF EASEMENTS**

WHEREAS, Section 2.2-1150 of the *Code of Virginia* authorizes the Board of Visitors to convey interests in real property to political subdivisions of the Commonwealth and Va. Code § 23-4.1 authorizes the Board to convey interests in real property, subject to the approval of the Governor; and

WHEREAS, Section 2.2-1149 of the *Code of Virginia* provides that the University may acquire an interest in real property, subject to the approval of the Department of General Services and the approval of the Governor; and

WHEREAS, by prior resolution of the Board of Visitors dated November 11, 2011, the Board of Visitors authorized the administration to engage with the City of Colonial Heights in discussions and plans for an exchange of real property, which called for Virginia State University to exchange land fronting on Dupuy Avenue, consisting of approximately .14 acres, in exchange for land owned by the City fronting on Martin Luther King Road, consisting of approximately 1.14 acres; and

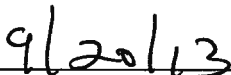
WHEREAS, subsequent negotiations between Virginia State University and the City of Colonial Heights have resulted in modifications to the proposed exchange, such that the land that would be acquired by Virginia State University consists of 1.605 acres (shown as Parcel 2 on the attached Exhibit A), and the land being acquired by the City consists of .118 acres (as shown on the attached Exhibit B); and

WHEREAS, the City of Colonial Heights has requested three (3) variable width drainage easements and one (1) twenty-four foot access easement as shown on the attached Exhibits C and D;

NOW, THEREFORE, BE IT RESOLVED THAT, the Board of Visitors of Virginia State University hereby reauthorizes the property exchange with the City of Colonial Heights, Virginia, and the granting of the aforementioned easements, and authorizes the administration to seek approval for these transactions from the Department of General Services and the Governor.



Harry Black, Rector



Date



Daphne Maxwell Reid, Secretary



Date

VIRGINIA STATE UNIVERSITY
Virginia State University, Virginia

Resolution of
The Board of Visitors of
Virginia State University
To Approve
Fiscal Year 2014 Internal Audit Plan and Goals and Objectives
September 20, 2013

WHEREAS, the Chief Audit Executive has prepared the Annual Internal Audit Plan based upon the results of a risk assessment and in concert with the Institute of Internal Auditors' Standards for the International Professional Practice of Internal Auditing and the Commonwealth of Virginia Division of the State Internal Auditor, along with consideration provided by the Board of Visitors, President, senior management of the University, and the Internal Audit staff; and

WHEREAS, the Chief Audit Executive will propose a new audit plan each fiscal year that reflects the current risk environment at the University; and

WHEREAS, the Board of Visitors, with input from the Chair of the Facilities, Finance, and Audit Committee and the Chief Audit Executive, may find it necessary to modify the audit plan scope of work and/or allocate Internal Audit Department resources to other areas based upon new discovery or vulnerability; and

WHEREAS, the Chief Audit Executive has prepared the Internal Audit Goals and Objectives for 2013-2014 which are an integral part of the ongoing internal assessment within Internal Audit's Quality Assurance and Improvement Program; and

WHEREAS, the Board of Visitors has reviewed the proposed Internal Audit Plan, and related Goals and Objectives; and

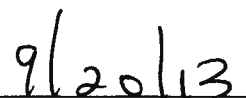
NOW, THEREFORE, BE IT RESOLVED that the Board of Visitors of Virginia State University approve the Fiscal Year 2014 Internal Audit Plan and related Goals and Objectives.



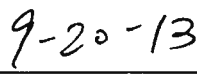
Harry Black, Rector



Daphne Maxwell Reid, Secretary



Date



Date