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. Bosher
Mr. Allyn Myles Carnam (absent)
Mr. Felix Davis, Jr. (absent)
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
Mr. Huron Winstead
Dr. Rodney Gaines, Faculty Member Representative (absent)
Mr. Jahlief Thurman, Student Government Association Representative

Administration Present:

Dr. Keith T. Miller, President
Dr. W. Weldon Hill, Vice President for Academic Affairs
Dr. Michael M. Shackleford, 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
Board of Visitors
MINUTES
Page 2

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. Stephanie Hamlett, Office of the Attorney General
Ms. Bonnie N. Degen, Legal Assistant, University Legal Counsel
Ms. Christy G. Brown, Paralegal, University Legal Counsel

Other Attendees:

Mr. L. A. Brockett, VSU Foundation
Mr. Travis Edmonds, Office of Information Technology
Dr. Milton O. Faison, Assistant Professor, Biology
Mr. Hubert Harris, VSU Chief Information Officer
Ms. Michaela Hatcher, Internal Audit
Ms. Karen Johnson NAACP-ACT-SD
Mr. Frank Jones, President, VSU Foundation
Mr. Kenneth Jones, Prestige Construction
Ms. Karin Kapsidelis, The Richmond Times Dispatch
Mr. L. J. McCoy, Jr., NAACP-Chesterfield
Dr. Nicolle Parsons-Pollard, Associate Professor, Sociology, Social Work and Criminal Justice
Dr. Robert L. Turner, Executive Director, VSU Foundation
Mr. Michael Wallace, Chief, VSU Department of Police and Public Safety

OPENING REMARKS

The Rector welcomed Ms. Stephanie Hamlett of the Office of the Attorney General.

President Miller welcomed everyone back for the 2014 year; and thanked the Board for their continued support.

Mr. Jahliel Thurman, Student Government Association President highlighted: the “Trojan Nation Speaks” video; SGA T-shirt Exchange; student community service activities; and weekly campus events for students.

The Rector recessed the meeting of the full Board at 1:20 p.m. to allow for concurrent Board Committee meetings. The reports of matters considered by the committees are included in the minutes of the Board’s meeting held Friday, January 17, 2014.
BOARD MEETING
MINUTES
Friday, January 17, 2014

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 8:17 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. Bosher (absent)
Mr. Allyn Myles Carnam (absent)
Mr. Felix Davis, Jr. (absent)
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
Mr. Huron Winstead
Dr. Rodney Gaines, Faculty Member Representative (absent)
Mr. Jahlieel Thurman, Student Government Association Representative (absent)

Administration Present:

Dr. Keith T. Miller, President
Dr. W. Weldon Hill, Vice President for Academic Affairs
Dr. Michael M. Shackleford, 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
Board of Visitors
MINUTES
Page 4

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. 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
Ms. Karen Helderman, Auditor of Public Accounts
Mr. Andrew McEnhimer, NAACP-Chesterfield
Dr. Nicolle Parsons-Pollard, Associate Professor, Sociology, Social Work and Criminal Justice
Mr. Thomas Reed, Director of Public Relations and Marketing
Dr. Zoe Spencer, Professor, Sociology, Social Work, and Criminal Justice
Dr. Robert L. Turner, Executive Director, VSU Foundation
Dr. Isis Walton, Associate Professor, Sociology, Social Work and Criminal Justice
Mr. Michael Wallace, Chief, VSU Department of Police and Public Safety

OPENING REMARKS

The Rector asked all present to pause for a moment of reverent silence in memory of Dr. Martin Luther King, Jr. and another successful semester.

APPROVAL OF MINUTES

Rector Black called for approval, the minutes of the Board meeting held November 15, 2013 and the Emergency Meeting held November 25, 2013. A motion for their approval was made by Mr. Randall, seconded by Mr. Winstead and the minutes were approved by voice vote.

On behalf of the Executive Committee, Mr. Black made the formal call for nominations for the election of officers at the April 2014 Annual Board Meeting.
PRESIDENT'S REMARKS

President Miller highlighted: development of a calendar for the updates to the VSU Strategic Plan; his plans to develop a paper concerning the cycle of reoccurring board issues that come before the board for consideration and action (such as audit responses, enrollment, Presidential evaluations, etc.); public safety update; Central Intercollegiate Athletic Association (CIAA) including his correspondence to the Commissioner about the incident during the football player’s banquet in November 2013 in Winston-Salem, N.C.; enrollment; and new media.

The President introduced Mr. Hubert Harris, VSU Chief Information Officer. Mr. Harris provided a brief overview of the “Business Value of Technology Services.” Within the last three years VSU’s network has greatly improved through the expansion of Information Technology (IT) services. Mr. Harris plans to present an IT Plan for board approval during the April 2014 meeting.

COMMITTEE REPORTS

Institutional Advancement
(Committee members present: Starkey, Anas, Denton, Gillespie, Hunter, Reid.)

Mr. James Starkey, III, Chair of the Institutional Advancement Committee, gave a highlight of the major gifts received through December 31, 2013. Mr. Starkey expressed gratitude to Board Member Hunter for her efforts in securing the $150,000 gift from the Altria Group, Inc., as well as Lily Endowment Inc. for their gift of $100,000. Mr. Starkey emphasized the need to increase staffing in the Office of Institutional Advancement in order to enhance fundraising capabilities and support future university capital campaigns.

Mr. Starkey requested the review and update to current Memorandums of Understanding (MOU) and Support Agreements between VSU and the foundations. In addition, Rector Black asked that a compliance review be conducted under the operating agreements.

On behalf of the committee, Ms. Hunter presented and moved for approval the establishment of a Director of National Alumni Association position within the Office of Institutional Advancement. The establishment of this position is supported by the Administration and would be critical in future university fundraising efforts. The motion carried by roll call voice vote.

Facilities, Finance and Audit Committee
(Committee members present were: Murphy, Black, Green, Randall, Humphries, Winstead.)

Mr. E. Ray Murphy, Chair of the Facilities, Finance and Audit Committee, introduced Ms. Karen Helderman, Project Manager, Auditor of Public Accounts. Ms. Helderman conducted a brief entrance conference, reviewing: audit objectives, the audit plan; internal controls; and audit roles. She discussed the single audit review process required by the federal government because
of the federal grants and contracts held by the University. She looks to report the audit findings to the Board at the April 2014 meeting. Ms. Helderman also highlighted unfunded pension liability; discussion ensued.

On behalf of the committee, Mr. Murphy presented and moved for approval the resolution authorizing the President to provide the certification to the Department of Planning and Budget in accordance with the Debt Management Policy. Debt management policies approved by the Board define the maximum percent of institutional resources that can be used to pay debt service in a fiscal year, and the maximum amount of debts that can be issued within a specified period. Consistent with § 23-9.6:1.01 of the Code of Virginia, education-related, financial and administrative management measures shall be the basis on which the State Council of Higher Education shall annually assess and certify institutional performance. Such certification shall be completed and forwarded in writing to the Governor and the General Assembly no later than June 1 of each year. The motion carried by roll call voice vote.

Mr. Murphy discussed the right of way conveyance and grant of easements. Engineering plans include widening the corridor to an aesthetic four lane highway section, improvements to the storm drain system, and streetscaping along East River Road between Chesterfield Avenue and Martin Luther King Drive. On behalf of the committee, Mr. Murphy presented and moved for approval, the resolution Authorizing Right of Way Conveyance and Grant of Easements. Mr. Randall requested a friendly amendment to the resolution to include “President and/or his designee.” The motion carried by roll call voice vote.

Mr. Murphy also discussed: the need for real estate delegation authority from the Board of Visitors to the President associated with income and expense leases (other than capital leases), the acquisition and conveyance of rights of way for the purpose of improving public roadways, and board delegated authority for the IT Strategic Plan for the promulgation of IT policies regarding IT security, project management, and enterprise architecture.

Governor McDonnell’s 2014-2016 budgets presented to the money committees of the General Assembly included $183.1 million dollars in new funding for colleges and universities. New funding initiatives for Virginia State University for FY 2015 total $12.4 million ($3.6 million from the general fund (GF) and $8.8 million in nongeneral funds (NGF)).

Mr. Meadows provided a VSU Multipurpose Center Project Small Women and Minority (SWaM) supplier diversity update. To date, no project funds have been spent towards construction, but the University has a SWaM goal of 40% (minority goal 20%). Current site work spend are as follows: small owned businesses – 16.43%; minority owned businesses - 30.64%; and women owned – 5.96%.

The Department of General Services (DGS) conducted a comprehensive review of the University’s non-capital procurement and IT during November and December of 2013. The review cited the failure to comply with small purchase card requirements and regulations. The
Board of Visitors
MINUTES
Page 7

review resulted in VSU not receiving Level 2 autonomy in the functional areas of Information Technology and Procurement; another review can be conducted within a year. Additional training for VSU staff is needed, based on the samplings taken by DGS.

Rector Black discussed the Board’s needs to operationalize a mechanism to approve, acquiesce, concur, and affirm policies; as by nature, the Board sets policy. The Administration was charged with having a responsive proposal at the April 2014 meeting to be codified by the Board. Mr. Meadows will make a distinction between board, presidential, and administrative policy and how the Board and the University can operationalize board approval of all.

Internal Audit continues to work with Administration and Finance to obtain contract information by January 31, 2014. With consideration to the number of university hotlines, and other audit activities, the audit on contracts and other audit plan activities may be delayed. Discussion ensued.

The Associate Director of Internal Audit position within the University’s Internal Audit office has been established and recruitment efforts are underway with an expected Spring completion.

The Office of the State Inspector General report was discussed as it illustrates how VSU compares to others agencies and institutions regarding hotlines.

**Academic and Student Affairs**
(Committee members present were: Bosher, Denton, Gillespie, Green, Humphries, Murphy.)

Dr. Robert Denton, Chair of the **Academic and Student Affairs Committee**, asked that Dr. Michael Shackleford provide an update on: financial aid satisfactory academic progress; 2012/2013 crime statistics; hazing task force update; law enforcement update on the shooting incident at the University Apartments at Ettrick; campus safety and security assessment to be conducted by The Powhatan Group of Wilmington, Delaware; present law enforcement and security efforts at the University; and the Affordable Care Act and student health insurance information. Dr. Shackleford reported that additional cameras have been installed in student residence halls; emergency telephones have been installed in classrooms; dedicated security officers have been hired to patrol the University Apartments at Ettrick (UAE); and augmented police patrols have been instituted at UAE. Regarding student health insurance issues and the Affordable Care Act, Dr. Shackleford reported that VSU would impose insurance requirements on all students, and allow them to opt out if they are already covered by their parents or otherwise.

Provost Hill discussed: Academic Affairs priorities; status of performance and compliance; Southern Association of Colleges and Schools (SACS) accreditation, compliance and standards; spring enrollment; Accreditation Board for Engineering and Technology (ABET); sponsored research; new articulation agreements; program review; enrollment management and projections; State performance standards; and admissions.
The University has secured the services of Royall, Inc., to assist with the development of a media and marketing plan, to augment student recruiting and enrollment.

On behalf of the committee, Dr. Denton presented and moved for approval the rental of the distribution center and urban garden at Oak Street AME Zion Church in Petersburg for $100 per month for one (1) year. The motion carried by roll call voice vote. Briefing paper attached to these minutes.

**CLOSED SESSION**

In accordance with § 2.2-3711(A)(1) of the *Code of Virginia*, the Secretary of the Board moved to go into closed session at 12:20 p.m. for a discussion of personnel matters. The motion provided that President Miller, Dr. Hill and Attorney Roberts, Ms. Degen and Ms. Brown attend the closed meeting as their presence was deemed necessary to aid the Board in its deliberations.

The Board reconvened in open session at 2:12 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. All board members present certified compliance with the Freedom of Information Act.

On behalf of the committee, Dr. Denton presented and moved to approve the sabbatical leave request of Dr. Justina Osa if sufficient funding is available. The motion carried by roll call voice vote.

On behalf of the committee, Dr. Denton presented and moved to approve leave for Dr. Silas Christian at the request of the Administration. The motion carried by roll call voice vote.

There being no further business, the Rector adjourned the meeting of the Board at 2:14 p.m.

Harry Black, Rector

Damone Maxwell Reid, Secretary

4/11/14

Date

4/11/14

Date
RESOLUTION OF THE
VIRGINIA STATE UNIVERSITY
BOARD OF VISITORS

AUTHORIZING THE PRESIDENT
TO SIGN LETTER TO THE SECRETARY OF FINANCE

WHEREAS, the 2008 Virginia Acts of Assembly, Chapter 879 includes a requirement in the General Provisions related to Higher Education Restructuring requiring an annual assessment and certification; and

WHEREAS, the Honorable Richard D. Brown, Secretary of Finance, has requested a statement from the Board certifying Virginia State University’s compliance with Board approved debt management policy; and

WHEREAS, the letter of certification should also include the effective date of the policy; and

WHEREAS, this requirement is due by March 15, 2014, to John Ringer of the Virginia Department of Planning and Budget;

NOW, THEREFORE, BE IT RESOLVED that the Board of Visitors authorizes President Keith T. Miller to provide the certification to the Department of Planning and Budget.

Harry Black, Rector

Date

Daphne Maxwell Reid, Secretary

Date
RESOLUTION OF THE  
VIRGINIA STATE UNIVERSITY  
BOARD OF VISITORS  

AUTHORIZING RIGHT OF WAY CONVEYANCE AND GRANT OF EASEMENTS  

WHEREAS, Section 2.2-1150(A)(1) of the Code of Virginia provides that, when it is deemed to be in the public interest, property owned by the Commonwealth may be sold, leased or other interests therein conveyed to political subdivisions, public authorities, or the federal government, for such consideration as is deemed proper; and  

WHEREAS, Section 23-4.1 of the Code of Virginia authorizes the boards of visitors or trustees of all State educational institutions to lease or sell and convey whatever interest they may have in real property that has been or may hereafter be acquired by purchase, will or deed of gift; and  

WHEREAS, Section 23-4.1 of the Code of Virginia further authorizes the boards of visitors or trustees of all State educational institutions to grant easements for roads, streets, sewers, waterlines, electric and other utility lines or other purposes on any property now owned or hereafter acquired by such boards of visitors or trustees, when, in the discretion of such visitors or trustees it is deemed proper to grant such easements; and  

WHEREAS, construction of the Multipurpose Center at Virginia State University will generate traffic impacts which support a four lane highway; and  

WHEREAS, widening of the River Road corridor is required for increased traffic impacts due to the Multipurpose Center at Virginia State University; and  

WHEREAS, improvement of the River Road corridor will provide aesthetic enhancements to provide a campus-like feel throughout the corridor; and  

WHEREAS, the Board of Visitors supports the widening of and improvements of the River Road corridor, reflecting the Campus Master Plan and 20/20 Vision Plan and benefitting the University and its own campus expansion development.  

NOW, THEREFORE, BE IT RESOLVED THAT, the Board of Visitors of Virginia State University does hereby deem it to be in the public interest and proper to approve and does hereby approve:  

1. The conveyance to the County of Chesterfield, Virginia, of pieces of the University’s real property, aggregating approximately 5.3 acres, as shown on the two plats (the “Plats”) each prepared by NXL Engineers, Surveyors Construction Managers, and entitled “PLAT SHOWING PROPOSED ACQUISITION AND EASEMENTS ON THE LANDS OF COMMONWEALTH OF VIRGINIA MATOACA MAGISTERIAL DISTRICT, CHESTERFIELD COUNTY,
VIRGINIA,” December 5, 2013, and “PLAT SHOWING PROPOSED ACQUISITIONS AND EASEMENTS ON THE LANDS OF THE VISITORS OF VIRGINIA STATE UNIVERSITY, MATOACA MAGISTERIAL DISTRICT, CHESTERFIELD COUNTY, VIRGINIA,” dated November 14, 2013, subject to the approval of the Governor;

2. The grant to the County of Chesterfield, Virginia, of temporary construction easements over the areas shown on the Plats; and

3. The grant to Virginia Electric and Power Company, DBA, Dominion Virginia Power, and to Verizon and Comcast of permanent utility easements over the areas shown on the Plats; and

4. The grant to the Virginia Department of Transportation of a permanent sight distance easement and a permanent drainage easement over the areas shown on the Plats.

AND, BE IT FURTHER RESOLVED THAT, the Board of Visitors of Virginia State University does hereby authorize and direct the President and/or the Vice President for Administration and Finance to execute and deliver all documents and to take such other action as may be necessary or appropriate to properly complete the afore-approved conveyances of interests in University real property.

\[\text{Harry Black, Rector}\]

\[\text{Daphne Maxwell Reid, Secretary}\]

\[\text{1/17/14 Date}\]

\[\text{1-17-14 Date}\]
TOPIC: Authorization for Sublease Agreement for Off Campus Extension facility with Oak Street African Methodist Episcopal Zion Church - Funded by U.S. Department of Agriculture Grant

BACKGROUND:

Dr. Marcus Comer, Natural Resource Specialist, has been awarded a three year grant in the amount of $1.14 million to "build a sustainable food production system and distribution hub to address the existing food deserts in the City of Petersburg, VA communities." A key component of this grant is the conversion of "an abandoned/underutilized structure into a year round indoor production system and market with the historic downtown Petersburg". The grant is intended to offer community service programs, to include, but not limited to:

- Free mammograms to uninsured women in Petersburg
- Breast and Prostate education
- Fitness and nutrition classes
- Obesity training
- Alzheimer’s Education/Care (Patient/Caregiver)
- Tutorial programs (Grades 1-6)
- Adult tutorial for GED testing

The facility will test innovative indoor food production and sustainable environmental practices. Additionally, a training program will be developed centered around operations, marketing, and entrepreneurship. Products of the facility will be distributed around the city to deliver fresh produce to underserved communities. The long term goal of the facility is to build a sustainable food production and distribution hub to serve existing food deserts in the City of Petersburg.

Dr. Comer has identified facilities located at 29 Union Street, Petersburg, Virginia which are conducive to providing the services authorized by the grant. The facility is described as:

The property, parcel ID 022060004, located at 29 Union Street, Petersburg, Virginia 23806 is a three story 47,880 square foot brick warehouse and located on parcel of approximately 18,034 square feet, or .41 acres.

This facility is owned by the City of Petersburg and is currently leased in its entirety by the Oak Street African Methodist Episcopal Zion Church. This Master Lease between the City of Petersburg and Oak Street African Methodist Episcopal Zion Church specifically identifies Virginia State University Agriculture Department as a potential subtenant.

This sublease was previously submitted for consideration by the Board at the January, 2014 meeting. At that time, it was anticipated that the rental payment would not include utility expenses and a sublease with monthly rental rate of $100/month was authorized by the Board. During sublease negotiations, it was recommended that the sublease be modified to a full service lease. The sublease now includes, with the exception of janitorial service, all Common
Area maintenance, management fees, insurance, real estate taxes, and utilities with no pass-throughs resulting in rent for the initial term of the sublease of $83,998.80, to be paid in monthly installments of $699.99 with the first payment due on May 10, 2014. Virginia State University Agriculture Department proposes to enter into this sublease for an initial term of ten (10) years.

All funding for the lease and associated expenditures will be funded from the current grant and/or subsequent grants related to this project. Should this grant fail to appropriate funds for the continuance of this Lease, this Lease and all obligations will automatically terminate upon depletion of the grant funding. The sublease has been prepared by the Division of Real Estate Services, and is under review by the Office of the Attorney General.

A resolution from the Board authorizing Virginia State University to execute a sublease with Oak Street African Methodist Episcopal Zion Church followed by the President and/or Vice President for Administration and Chief Financial Officer being authorized to approve and execute said sublease agreement is requested.

AUTHORITY: § 23-38.88, Code of Virginia

CONSEQUENCE OF NON-APPROVAL: Inability to adhere to requirements of the U. S. Department of Agriculture Grant and loss of funding associated with same. Furthermore, an opportunity to collaborate with the City of Petersburg and others to meet the needs of underserved citizens in the City would be lost.