

VIRGINIA STATE UNIVERSITY BOARD OF VISITORS
FULL BOARD MEETING
2:30 P.M. THURSDAY, FEBRUARY 8, 2024
The Gateway Dining & Events Center
(on the campus of Virginia State University)
(No Public Comment Period Scheduled)
DRAFT AGENDA

Rector Valerie K. Brown, Presiding

- Call to Order..... Dr. Valerie K. Brown, Rector
- Roll Call (*Ms. Pamela Currey, Secretary*)
- Invocation (*Pastor Seth Ahmad-McQueen, Director of Campus Ministries*)
- Rector’s Remarks
- Approval of Agenda
- Board Approvals o Minutes from Previous Meeting: November 17, 2023

- President’s Remarks and Presentation..... Dr. Makola M. Abdullah

- Closed Session: Consultation with Legal Counsel pursuant to Code of VA 2.2-3711(A)(7)

- Committee Reports

Academic & Student Affairs Committee

Action Item(s): None

o **Information Item(s):**

- Summary of Updates (Division of Academic Affairs, Student Affairs and Enrollment Management)
- Reports from the Faculty and Student Representatives
 - o Dr. Leonard Githinji, Chair, Faculty Senate
 - o Ms. Kailyn Haye, President, Student Government Association
- Remarks from the Staff Senate
 - o None
 - o

Audit & Compliance Committee

o **Action Items:** None

o **Information Item(s):**

- Summary of Updates (Offices of Compliance and Internal Audit)

**VIRGINIA STATE UNIVERSITY BOARD OF VISITORS
FULL BOARD MEETING
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Facilities, Finance & Audit Committee

- **Approval Item:**
Resolution...Declaring the Intention to Reimburse the Cost of Certain Expenditures

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

Personnel, Compensation & Governance Committee

- **Approval Item: None**

 - **Information Item(s):**
 - Summary of Committee Discussion
-
- Report of Affiliated Foundation(s)

 - Legal Counsel Update (if any)

 - Board Self-Assessment of its Performance

 - Announcements

 - Adjournment

**VIRGINIA STATE UNIVERSITY BOARD OF VISITORS
FULL BOARD MEETING
FEBRUARY 8, 2024
DRAFT MINUTES**

CALL TO ORDER

Rector Valerie Brown called the meeting of the Virginia State University (VSU) Board of Visitors (Board) to order in the Gateway Dining and Events Center on the campus of Virginia State University at approximately 2:30 P.M. The Rector informed the Board and others present that this meeting was being live streamed per 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 a technical interruption in the live stream.

ROLL CALL

A quorum was present.

Board Members Present:

Dr. Valerie Brown
Mr. Victor Branch
Dr. Joseph A.F. Chase, Jr.
Mr. Thomas Cosgrove
Ms. Pam Currey
Dr. Robert Denton, Jr.
Ms. Shavonne Gordon
Dr. Leonard Haynes, III (*Virtual*)
Ms. Daphne Meeks
Mr. Jon Moore
Mr. William Murray
Mr. Edward Owens (*Virtual*)
General Dennis L. Via

Board Appointments:

Dr. Leonard Githinji, Faculty Representative
Ms. Kailyn Haye, Student Representative

Administration Present:

Dr. Makola M. Abdullah, President
Dr. Tia Minnis, Interim Provost/Vice President for Academic and Student Affairs
Mr. Kevin Davenport, Senior Vice President for Finance & Administration/Chief Financial Officer
Ms. Shawri King-Casey, Vice President for Integrity & Compliance

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Ms. Tonya S. Hall, Vice President for Advancement and External Engagement
Dr. Alexis Brooks-Walter, Vice President for Student Affairs/Enrollment Management
Dr. Annie Redd, Chief of Staff/Director, Board Operations and Relations
Ms. Tanya Simmons, Associate Vice President, Office of Human Resources

Legal Counsel Present:

Mike Melis, Senior Assistant Attorney General/Education Section Chief

INVOCATION

Rector Brown invited Pastor Seth Ahmad-McQueen to offer the invocation.

RECTOR'S OPENING REMARKS

Rector Brown expressed her gratitude to the BOVs concerning their participation during the Virginia State University Fall 2023 Commencement. Encouraging Board members to attend all the Board meetings if possible and continue to be as engaging with all BOV activities. Rector Brown also encouraged Board members to support the May 11, 2024, Spring Commencement. Rector Brown thanked Dr. Redd, regarding the Women in Leadership at VSU event that many attended the previous night regarding the National Girls and Women Sports Recognition Day, before the start of the women's basketball game on February 7th, 2024. Peggy Davis received recognition for incorporating this event.

APPROVAL OF THE AGENDA

The Rector called for approval of the agenda with one modification. The Institutional Advancement Committee will be removed from the agenda due to the Committee not reporting during the February 8, 2024, BOV meetings. The motion was received, properly seconded, and approved by voice vote.

APPROVAL OF PREVIOUS MINUTES

The Rector called for approval of the previous minutes from November 17, 2023, Full Board Meeting, Motions were received, properly seconded, and approved by roll call vote.

BOARD APPROVAL(S)

Rector Brown presented a resolution for approval Declare the Intention to Reimburse the Cost of Certain Expenditures. A motion to approve the Resolution was received, second, and approved by roll call vote. Visitors Harold Green Jr., and Kishore Thota were not present for the vote.

PRESIDENT'S REMARKS AND PRESENTATION

Thanking everyone for their commitment, Dr. Abdullah introduced General Via to the VSU Board of Visitors. President Abdullah provided a concise update to the VSU BOVs regarding upcoming VSU activities, including the General Assembly VSU Day at the Nation's Capital and the Presidential Debate, which is scheduled for October 1, 2024, at the VSU Multipurpose Center. The President also discussed the proposed tuition and fees for 2024–2025, which would see a 3% increase. According to President Abdullah, this is the first proposed increase in five years.

President Abdullah highlighted VSU's Lady Trojans Basketball Team, which is in the NCAA Division II Top 25.

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CLOSED SESSION

The Rector requested a Closed Session for Discussion or consideration of information according to §2.23711(A) (7), specifically, consultation with legal counsel and briefings by staff members or consultants about actual or probable litigation, where such consultation or briefing in an open meeting would adversely affect the negotiating or litigating posture of the public body, namely pending litigation field last year.

The motion was received, properly seconded, and passed by voice vote. Other attendees included Dr. Makola Abdullah, members of the VSU senior leadership team, and Mike Melis, the Legal Counsel. After discussion, the Rector asked for a motion to return to open session. The motion was received, properly seconded, and passed by voice vote.

The Rector read a statement to certify that during its closed meeting, the Committee discussed only public business matters lawfully exempted from open meeting requirements under the Virginia Freedom of Information Act, and only those public business matters identified in the motion convening the committee in closed session. The Committee certified the closed session by roll call vote. Other attendees included Dr. Makola Abdullah, the VSU senior leadership team and cabinet members, the faculty and student representatives to the Board, and Mike Melis, the Legal Counsel. After discussion, the Rector requested a motion to return to open session. The motion was received, properly seconded, and passed by voice vote.

COMMITTEE REPORTS

Academic Affairs Committee-

Ms. Joyce Ellenwood, Director of the Academic Center for Excellence, gave a summary of the Academic Center for Excellence's strategic actions and priorities. Dr. Minnis addresses the BOV about the Student Success Project, Beyond the First Year, and Degree Completion. Dr. Alexis Brooks-Walter provided a quick introduction to Fire and Life safety, as well as information on Spring Enrollment. Dr. Brooks-Walter said, "Safety isn't expensive, it's priceless. Dr. Minnis gave an overview of the 6-Year Plan: Financial Aid Support and Tuition Assistance to Reduce the Cost of Higher Education.

Dr. Leonard Githinji gave remarks on behalf of the Faculty Senate. Kailyn Hayne presented a report on the Student Government's activities, issues, and concerns. There was no report given on the Staff Senate.

Audit and Compliance Committee-

The Audit and Compliance Committee gave a brief overview of Getting to Greater- an Update on Corrective Action Progress and Preparation for Fiscal Year 2023 APA Audit. At 12:54 PM Visitor Moore entertained a motion to enter a closed session to discuss plans to protect public safety as it relates to specific Cybersecurity threats or vulnerabilities and briefings by staff members, legal counsel, or law enforcement or emergency service officials under Virginia Code §2.2-3711(19) President Abdullah, Kevin Davenport, Ms. Tonya Hall, Dr. Alexis Brooks-Walter, Dr. Tia Minnis, Ms. Shawri King-Casey, Mr. Maurion Edwards, Mr. Travis Edmonds, Dr. Annie Redd. The Committee completed the closed meeting, certified the meeting with a motion, second, and affirmative roll call vote, and resumed the open meeting.

Institutional Advancement

The Committee did not meet

Facilities and Finance

Mr. Davenport gave a presentation on tuition and fees. Mr. Davenport presented a proposed increase of 3% to in-

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state and out-of-state undergraduate and graduate tuition and fees for 2024-2025. He noted the purpose of the increase is to offset inflationary pressures and anticipated costs for public safety, health services, and technology. There was a Public Comment Period in which speakers were able to present relevant remarks to the proposed increase. Ms. Adrian Petway gave a summary of the Statement of Sources and Uses for the Year Ending September 31, 2023, Comparative Cash and Reserves for the Year Ending December 31, 2023, and Capital Project Update for the Year Ending December 31, 2023.

Personnel, Compensation & Governance

The Chair asked for a motion to enter a closed session for the discussion or consideration of information according to 2.2-3711(A), relating to the discussion, consideration of candidates for assignment, appointment, promotion, performance, demotion, salaries, and evaluation of the performance of departments or schools of public institutions of higher education where such evaluation will necessarily involve discussion of the performance of specific individuals, namely, executive evaluation and compensation. The motion was made, properly seconded, and approved by roll call vote Committee went into closed session at 12:50 p.m. There was no staff present. The Chair asked for a motion to return to open session; the motion was approved by voice vote.

The Chair read a statement to certify that during its closed meeting, the Committee discussed only public business matters lawfully exempted from open meeting requirements under the Virginia Freedom of Information Act and only those public business matters identified in the motion convening the Committee in closed session. The Committee certified the closed session by roll call vote. The Chair asked for a motion to return to an open session; the motion was approved by voice vote and resumed the open meeting. No further business.

REPORT OF AFFILIATED FOUNDATION(S) – No Report

LEGAL COUNSEL UPDATE (IF ANY)

BOARD SELF-ASSESSMENT OF ITS PERFORMANCE

Mr. Victor Branch, Chair of the Personnel, Compensation & Governance Committee asked board members to share their reflections on the November meeting.

ADJOURNMENT

There being no further business, Rector Brown called for a motion to adjourn the meeting. The motion was received, and properly seconded, and the Committee voted by voice vote. The Chair adjourned the meeting at approximately 3:55 p.m.

Valerie Brown, Rector

Pamela A. Currey, Secretary

Date

Date

**VIRGINIA STATE UNIVERSITY BOARD OF VISITORS
RESOLUTION DECLARING THE INTENTION TO
REIMBURSE THE COST OF CERTAIN CAPITAL EXPENDITURES**

February 8, 2024

WHEREAS, Virginia Code § 23.1-1301(A)(2) grants to the Virginia State University Board of Visitors (“Board of Visitors”) the authority to “manage the funds of the institution and approve an annual budget;” and

WHEREAS, Virginia State University (“University”) has begun the construction of new housing (“the Project”); and

WHEREAS, the University has made or will make expenditures (“Expenditures”) in connection with the Project; and

WHEREAS, the University may determine that the funds advanced and to be advanced to pay Expenditures will be reimbursed to the University from the proceeds of one or more obligations to be issued by or on behalf of the University (the “Indebtedness”); and

WHEREAS, the Board of Visitors will exercise the authority granted by Virginia Code § 23.1-1301(A)(2), in its efforts to receive reimbursement of Virginia State University (“University”) for Expenditures associated with the Project; and

WHEREAS, the Board of Visitors will abide by the provisions of Title 26 of the Code of Federal Regulations § 1.150-2 (“26 CFR § 1.150-2”) and its pertinent sections in the reimbursement of the University for Expenditures associated with the Project; and


NOW, THEREFORE, BE IT RESOLVED THAT, the Board of Visitors of the University hereby adopts this declaration of official intent pursuant to the authority granted in Virginia Code § 23.1-1301(A)(2) to “manage the funds of the institution and approve an annual budget” and in accordance with provisions outlined in 26 CFR § 1.150-2; and

BE IT FURTHER RESOLVED THAT, the Board of Visitors declares that the University intends to reimburse itself, in accordance with 26 CFR § 1.150-2, with the proceeds of Indebtedness for Expenditures made on, after or within 60 days prior to the date of the adoption of this Resolution with respect to the Project; and

BE IT FURTHER RESOLVED THAT, an exception exists for Expenditures made more than 60 days prior to the date hereof allowing that those Expenditures may be reimbursed as to certain *de minimis* or preliminary Expenditures described in 26 CFR § 1.150-2(f) and as to other expenditures permitted under applicable Treasury Regulations.


BE IT FURTHER RESOLVED THAT, the maximum principal amount of Indebtedness expected to be issued for the Project is \$95,465,000; and

BE IT FURTHER RESOLVED THAT, this Resolution shall take effect immediately upon its adoption.



Valerie K. Brown, Rector
2/8/24

Date



Pamela Currey, Secretary
2-8-2024

Date