

**VIRGINIA STATE UNIVERSITY BOARD OF VISITORS
FULL BOARD MEETING
9:00 A.M., FRIDAY, APRIL 25, 2025
Gateway Dining & Events Center
(on the campus of Virginia State University)
(No Public Comment Period Scheduled)**

AGENDA

Rector Valerie K. Brown, Presiding

Call to Order Dr. Valerie K. Brown, Rector

Roll Call

Invocation

Rector's Remarks

Approval of Agenda

Consent Agenda - for Board Approval

- o Minutes from Previous Meetings:
 - February 7, 2025, Full Board Meeting
 - March 20, 2025 Full Board Meeting
- o Proposed Meeting Dates for July 2025- June 2026
- o Board Documents for Reaffirmation
 - Board Bylaws
 - Statement of Governance
 - Code of Ethics
- o Acknowledgement of Alumni of the Year, 2026

Executive Committee

- o Election of Board Officers
- o President's Report.....Dr. Makola M. Abdullah

Closed Session(s):

- o President's Performance Evaluation - Board Discussion
- o Staff Appointments/Personnel Discussion
- o Candidates for Promotion & Tenure; Honorary Doctorate Degree
- o Support Construction of New Student Housing (FFA)

COMMITTEE REPORTS

Academic & Student Affairs Committee

- o **Approval Item(s):**
 - Approval of Candidates for Promotion and Tenure
 - Approval of Candidates for Honorary Doctorate Degree

FULL BOARD MEETING

Friday, April 25, 2025

- Approval of VSU 2025-2026 Alumni Association Alumna of the Year
- Resolution Authorizing the Renaming of the Department of Health and Human Performance
- Resolution Authorizing the Reorganization of the Department of Political Science and the Department of History and Philosophy into the Department of History and Political Science
- **Information Item(s):**
 - Summary of Updates from the divisions of Academic Affairs & Student Affairs and Enrollment Management
 - Reports from the Faculty and Student Representatives to the Board
 - Dr. Tracy Jackson, Faculty Senate Chair
 - Mr. Yousif Omer, Student Government Association President
 - Remarks from the Staff Senate
 - Ms. Fran Thomas, Staff Senate Chair

Facilities & Finance Committee

- **Approval Item(s):**
 - Resolution Authorizing the Operating Budget for Fiscal Year 2025-2026
 - Resolution Authorizing Unfunded Scholarships for Fiscal Years 2025-2026
 - Resolution to Issue Bonds to Support Construction of New Student Housing
- **Information Item(s):**
 - Summary of Updates from the Division of Finance & Administration

Personnel, Compensation & Governance Committee

- **Approval Item(s):** None
- **Information Item(s):**
 - Summary of Committee Discussion

Institutional Advancement Committee

- **Approval Item(s):** None
- **Information Item(s):**
 - Summary of Updates from the Division of Institutional Advancement

Audit & Compliance Committee

- **Approval Item(s):** None
- **Information Item(s):**
 - Summary of Updates

Report of Affiliated Foundation(s)

Legal Counsel Update *(if any)*

Board Self-Assessment of its Performance Announcements

Adjournment

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FRIDAY, APRIL 25, 2025**

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 9:00 a.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 K. Brown
Mr. Victor K. Branch
Dr. Joseph A. F. Chase, Jr.
Mr. Thomas Cosgrove
Ms. Daphne Meeks
Dr. Robert Denton, Jr.
Dr. Harold Green, Jr.
Dr. Leonard Haynes, III
Mr. Kishore S. Thota (*absent*)
Mr. Peter McPherson
Mr. Jon Moore
Mr. Edward Owens
Ms. Verndell Robinson
Mr. Robert Thompson
General Dennis Via

BOARD APPOINTEES:

Professor Tracy Jackson, Faculty Representative
Mr. Marquise Mason, (filled in for Mr. Yousif Omer, the SGA Representative)

ADMINISTRATION PRESENT:

Dr. Makola M. Abdullah, President
Dr. Tia A. Minnis, Provost & Vice President for Academic Affairs
Mr. Kevin Davenport, Senior Vice President for Finance & Administration/CFO
Ms. Shawri King-Casey, Vice President for Institutional Integrity and Compliance
Dr. Alexis Brooks-Walter, Vice President for Student Affairs & Enrollment Management

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Dr. Annie Reed, Chief of Staff/Director, Board of Operations & Relations

LEGAL COUNSEL:

Nathan Moberly

INVOCATION:

Rector Brown invited Dr. Joseph A. F. Chase, Jr., to offer the invocation.

APPROVAL OF THE AGENDA

At this point, the Rector requested that the agenda be approved to make two adjustments to its sequence: moving the closed session to the end and allowing President Abdullah to make his remarks before the Rector's Opening Remarks. The Rector called for the amended agenda to be approved. The motion was received, properly seconded, and approved by voice vote.

PRESIDENT'S REMARKS AND PRESENTATION

President Abdullah welcomed everyone and thanked them for coming to Virginia State University and spending time there. The President introduced Ms. Tiffani-Dawn Skyes, our new Associate Vice President for Intercollegiate Athletics, the Men's Basketball Coach, Lonnie Blow, and the Men's Basketball Team that won the 2025 CIAA Championship. The President gave updates that included the top 2024 budget items submitted to the General Assembly, the 2025-2026 operating budget highlights, enrollment, the new strategic plan, Spring 2025 Commencement and Alumni Weekend, and the Thurgood Marshall College Fund.

RECTOR'S OPENING REMARKS

Rector Brown emotionally acknowledged this being her last meeting as the Rector. Dr. Brown has completed 7 years on the Board, and acknowledged the challenges; however, overall, they were worth it and considers herself as the last of the Mohicans. Dr. Brown gave thanks to many University Leadership team members who assisted her while serving as a member of the Board and as Rector.

APPROVAL OF PREVIOUS MINUTES

The Rector called for approval of the consent agenda, which included the Full Board meeting minutes from February 7, 2025 and March 20, 2025; the proposed meeting dates for 2025-2026; board documents for reaffirmation (Board Bylaws, Statement of Governance, Code of Ethics, Policy of participation by electronic means), and the acknowledgement of the Alumni of the year 2025, Ms. Cicily Marsh. The motion was received, properly seconded, and approved by voice vote.

BOARD APPROVALS

- Resolution Authorizing the Operating Budget for Fiscal Year 2025-2026. The motion was approved by roll call vote (Mr. Kishore S. Thota and Dr. Leonard Haynes, III, were not present for the vote.)
- Resolution to Approve Unfunded Scholarships (Approved by roll call vote). (Mr. Kishore S. Thota and Dr. Leonard Haynes were not present for the vote.)

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- Resolution to Issue Bonds to Support Construction of New Student Housing (Approved by roll call vote (Mr. Kishore S. Thota and Dr. Leonard Haynes were not present for the vote).
- Resolution Authorizing the Naming of the Virginia State University Department of Hospitality Management (Approved by roll call vote). (Mr. Kishore S. Thota was not present for the vote.)
- Resolution Authorizing the renaming of the Department of Health, Physical Education, and Recreation to the Department of Health and Human Performance (Approved by roll call vote). (Mr. Kishore S. Thota was not present for the vote.)
- Resolution Authorizing the Reorganization of the Department of Political Science and the Department of History and Philosophy into the Department of History and Political Science (Approved by roll call vote). (Mr. Kishore S. Thota was not present for the vote.)
- Resolutions of the Virginia State Board of Visitors Approving an Honorary Degree: Speaker Don Scott, Senator L. Louise Lucas, Senator Lamont Bagby, and Senator Mamie E. Locke (Mr. Kishore S. Thota was not present for the vote.)
- The President's Compensation Package that will be effective as of July 1, 2025. (Dr. Leonard Haynes, Mr. Kishore S. Thota, and Mr. Robert Thompson were not present for the vote)
- Candidates for Promotion and Tenure (Approved by roll call). (Mr. Kishore S. Thota was not present for the vote.)

College of Agriculture

Maru Kering, Full Professor
Jada E. Brooks, Full Professor /Tenure
Leonard Githinji, Full Professor
Theresa J. Nartea, Full Professor
Ramesh Dhakal, Associate Professor/Tenure

Reginald F. Lewis College of Business

Somashekar Akkaladevi, Full Professor

College of Education

Michelle Belle, Associate Professor/Tenure
Tia A. Minnis, Full Professor/Tenure
Donna M. Kanary, Associate Professor/Tenure
Brandon L. Kimble, Associate Professor/Tenure

College of Engineering and Technology

Joon Suk Lee, Full Professor
Christopher Washington, Tenure

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Zhenhua Wu, Full Professor

Joseph A. Shelton, Associate Professor/Tenure

College of Humanities and Sciences

Samuel Rowley, Full Professor

College of Natural and Health Sciences

Paul A. Kaseloo, Full Professor

Kimberly Lawrence, Associate Professor/Tenure

CLOSED SESSION

The Rector requested a motion to enter a closed session for the Discussion or consideration of matters under 2.2-3711 (A)(1), specifically, "...Discussion, consideration, or interviews of prospective candidates for employment; assignment, appointment, promotion, performance, demotion, salaries, disciplining, or resignation of specific public officers, appointees, or employees of any public body; and evaluation of

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, specific items concerning presidential evaluation and compensation, and review of faculty candidates for promotion and tenure; and Discussion or consideration of honorary degrees or special awards under 2.2-3711(A)(1); namely, review and approval of candidates for conferral of honorary degrees during the University's Spring 2025 Commencement exercises.

Upon returning to open session, the Rector called for a motion to certify the closed session that during its

closed meeting, the board discussed only public business matters lawfully exempted from opening meeting requirements under the Virginia Freedom of Information Act, and only those public business matters identified in the motion convening the board in closed session. The motion was received properly seconded, and the board approved by roll call vote.

The Rector then called for a motion to approve candidates for promotion and tenure. The motion was received, properly seconded, and approved by roll call vote.

The Rector then called for a motion for the board to grant authority to the Rector to engage with the Office

of Attorney General to finalize terms of the President's contract and/or compensation as discussed in closed session. The motion was received, properly seconded, and approved by roll call.

COMMITTEE REPORTS

Academic Affairs Committee

On behalf of the committee, Mr. Cosgrove, Vice Chair, provided a summary of updates from the Academics and Student Affairs divisions. Professor Tracy Jackson, Chair of the

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Faculty Senate, presented remarks on behalf of the Faculty Senate, and Mr. Marquise Mason, SGA, presented a report of its activities for the spring semester. President Abdullah acknowledged Professor Jackson as her term as Chair was ending due to her term ending, and Mr. Omer, who will be graduating in May 2025. Ms. Sylvia Jones gave an update on behalf of the Staff Senate.

Facilities and Finance

The Chair, Ms. Meeks, gave an overview of the Division of Finance and Administration's updates on behalf of the committee. The Chair presented three Resolutions for approval by the Board.

Institutional Advancement

On behalf of the committee, Mr. Owens, Chair, provided a summary of updates from the Division of Institutional Advancement. The Rector stated that Mr. Owens is completing his first term as of June 30th and the Board hopes to see him back in August for a second term.

On behalf of the committee, Mr. Moore, Chair, provided a summary of updates from the Division of Audit and Compliance. The Rector also stated that Mr. Moore is completing his first term as of June 30th and the Board hopes to see him back in August for a second term.

Audit and Compliance

On behalf of the committee, Mr. Moore, Chair, provided a summary of updates from the Division of Audit and Compliance. The Rector also stated that Mr. Moore is completing his first term as of June 30th and the Board hopes to see him back in August for a second term.

Personnel, Compensation, and Governance

On behalf of the committee, Mr. Branch, Chair, stated that the committee discussed the President's annual performance, which was stellar. He presented the committee's recommendation to the Full Board to accept the president's compensation package as discussed in closed session, effective July 1, 2025.

REPORT OF AFFILIATED FOUNDATION(S) -- No Report

LEGAL COUNSEL UPDATE (IF ANY) -- No report

BOARD SELF-ASSESSMENT OF ITS PERFORMANCE

Mr. Branch invited Board members to give feedback on the Board's performance at this particular board meeting; any that can be taken under advisement or consideration. Members expressed their satisfaction with the proceedings and commended the Rector on her leadership and service, wherein she set a tone of collaboration and efficiency among the Board.

**VIRGINIA STATE UNIVERSITY BOARD OF VISITORS
RESOLUTION AUTHORIZING THE OPERATING BUDGET
FOR FISCAL YEAR 2025-2026**

April 25, 2025

WHEREAS, the appropriations to Virginia State University ("University"), which authorize the state funding and spending authority for the University, including the Cooperative Extension and Agricultural Research Services budget, but not including local University or VSU Foundation funding, are limited to the amounts and conditions in the 2024 Special Session I, Virginia Acts of Assembly, Chapter 2 ("Acts of Assembly"); and

WHEREAS, the University has forecasted revenue collections from all sources for Fiscal Year 2025-2026, based on conservatively anticipated enrollment levels; and

WHEREAS, Virginia Code § 23.1-1301(A)(2) grants to the Virginia State University Board of Visitors ("Board of Visitors") the authority to "[m]anage the funds of the institution and approve an annual budget;" and

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

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

BE IT FURTHER RESOLVED THAT, the Board of Visitors approves the budgeted amounts for the Auxiliary Enterprise programs as appearing on Schedules II through V; and

BE IT FURTHER RESOLVED THAT, the Board of Visitors approves expenditures in support of Sponsored Programs that were properly awarded to the University and up to the amounts for which cash will be made available during the course of Fiscal year 2025-2026 or as appearing on Schedule VI; and

BE IT FURTHER RESOLVED THAT, the Board of Visitors approves the budgeted amounts for Local Funds appearing on the attached Schedule VII; and

BE IT FURTHER RESOLVED THAT, the Board of Visitors approves the budgeted amounts for the Student Financial Assistance programs appearing on the attached Schedule VIII; and

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

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

allowed by language in the Acts of Assembly, any additional General Fund Appropriation which may be incorporated in the University's final budget and to expend local funds available to the University, should the need arise.

Valerie K. Brown
Valerie K. Brown, Rector
4/25/25
Date

Kishore S. Thota
Kishore Thota, Secretary
4/29/25
Date

**VIRGINIA STATE UNIVERSITY BOARD OF VISITORS
RESOLUTION TO APPROVE UNFUNDED SCHOLARSHIPS**

April 25, 2025

WHEREAS, Virginia State University ("University") utilizes unfunded scholarships to support students with financial need who might not otherwise be able to attend the University for financial reasons; and

WHEREAS, unfunded scholarships support the University's mission and its strategic plan by providing students affordable access to an excellent education, which is also an initiative of the Governor and the Commonwealth of Virginia; and

WHEREAS, pursuant to Virginia Code § 23.1-612, unfunded scholarships are applied exclusively to the remission, in whole or in part, of tuition and mandatory fees; and

WHEREAS, an undergraduate Virginia student may receive an annual remission of an amount not to exceed the cost of tuition and mandatory fees; and

WHEREAS, an undergraduate non-Virginia student may receive an annual remission not to exceed the amount of the out-of-state tuition differential required to be paid by the student for tuition and mandatory fees; and

WHEREAS, Virginia Code § 23.1-1301(A)(2) grants to the Virginia State University Board of Visitors ("Board of Visitors") the authority to "[m]anage the funds of the institution and approve an annual budget;" and

WHEREAS, the Board of Visitors determines the number of unfunded scholarships annually awarded to undergraduate Virginia students and non-Virginia students; and

WHEREAS, the total value of all such scholarships annually awarded to undergraduate Virginia students shall not exceed the amount of the applicable sum of undergraduate tuition and mandatory fees multiplied by 20 percent of the enrollment of undergraduate Virginia students during the preceding academic year; and

WHEREAS, the total value of all such scholarships annually awarded to undergraduate non-Virginia students shall not exceed the amount of the applicable per capita out-of-state tuition differential paid by undergraduate non-Virginia students for tuition and mandatory fees multiplied by 20 percent of the enrollment of undergraduate non-Virginia students during the preceding academic year; and

WHEREAS, in April 2024, the University's fiscal year ("FY") 2024-2025 approved budget includes a total allocation of \$4,341,929 for unfunded scholarships for Virginia students and non-Virginia students, respectively; and

NOW, THEREFORE, BE IT RESOLVED THAT, the Board of Visitors approves the University's plan to award a maximum of 453 unfunded scholarships to Virginia students and a maximum of 350 unfunded scholarships to non-Virginia students in the FY 2025-2026 and that the total of these combined categories of unfunded scholarships shall not exceed \$5,715,465.

BE IT FURTHER RESOLVED, that the Board of Visitors will review and determine the amount of unfunded scholarships annually during the development of its operating budget, which typically occurs in April of each year.

Valerie K. Brown
Valerie K. Brown, Rector
4/25/25
Date

Kishore S. Thota
Kishore Thota, Secretary
4/29/25
Date

**VIRGINIA STATE UNIVERSITY BOARD OF VISITORS
RESOLUTION TO ISSUE BONDS TO SUPPORT CONSTRUCTION OF
NEW STUDENT HOUSING**

April 25, 2025

WHEREAS, there has been passed by the General Assembly of Virginia and signed by the Governor the Commonwealth of Virginia Higher Educational Institutions Bond Act of 2024 (the "Act");

WHEREAS, pursuant to the Act, the Treasury Board of the Commonwealth of Virginia (the "Treasury Board") is authorized, by and with the consent of the Governor, to sell and issue bonds or bond anticipation notes of the Commonwealth of Virginia (the "Commonwealth") for the purpose of providing funds, together with other available funds, for financing and refinancing certain revenue-producing capital projects at certain institutions of higher learning of the Commonwealth and for paying issuance costs, reserve funds, construction period interest and other financing expenses (the "Financing Expenses"), all in accordance with the provisions of Section 9(c) of Article X of the Constitution of Virginia;

WHEREAS, for Virginia State University (the "University"), such revenue-producing capital projects include Construct New Student Housing (18709) (the "Project"); and

WHEREAS, the Treasury Board is proposing to sell and issue bonds or bond anticipation notes pursuant to the Act for the Project, in one or more series;

NOW, THEREFORE, BE IT RESOLVED THAT,

Section 1. The Board of Visitors of Virginia State University (the "Board") requests the Treasury Board to sell and issue bonds or bond anticipation notes (the "Bonds") in an aggregate principal amount not to exceed \$74,500,000 to finance all or a portion of the costs of the Project, plus any amounts needed to finance the Financing Expenses (the "Project Borrowing"). The Project Borrowing will be identified by amount by the State Treasurer upon issuance of any Bonds.

Section 2. The Board (a) covenants to fix, revise, charge and collect a Student Housing fee and other rates, fees and charges, for or in connection with the use, occupation and services of the Project, and (b) pledges such rates, fees and charges remaining after payment of (i) the expenses of operating such Project, and (ii) the expenses related to all other activities funded by the Project (the "Project Net Revenues") to the payment of the principal of, premium, if any, and interest on the Project Borrowing. To the extent necessary to pay the amounts described in (b) (i) and (ii) above and the principal of, premium, if any, and interest on the Project Borrowing, the Board further (x) covenants to fix, revise, charge and collect a Student Housing fee and other rates, fees and charges, for or in connection with the use, occupation and services of the University's Student Housing auxiliary enterprise system, not including the Project (the "Auxiliary Enterprise System"), and (y) pledges such rates, fees and charges remaining after payment of (A) the expenses of operating the Auxiliary Enterprise System, and (B) the expenses related to all other activities funded by the Auxiliary Enterprise System (the "Auxiliary Net Revenues") to the payment of the principal of, premium, if any, and interest on the Project Borrowing. The Board further covenants that it will fix,

revise, charge and collect such rates, fees and charges in such amounts so that the Project Net Revenues, along with the Auxiliary Net Revenues, if necessary (collectively, the "Net Revenues"), will at all times be sufficient to pay, when due, the principal of, premium, if any, and interest on the Project Borrowing and on any other obligations secured by such Net Revenues (such payments collectively the "Required Payments"). The Project Borrowing shall be secured on a parity with other obligations secured by the Net Revenues (other than any obligations secured by a prior right in Net Revenues). Any Net Revenues pledged herein in excess of the Required Payments may be used by the University for any other lawful purpose.

Section 3. It is hereby found, determined and declared that, based upon responsible engineering and economic estimates and advice of appropriate officials of the University, as shown on the Financial Feasibility Study - Part II Revenue and Cost Components attached hereto as Exhibit A, the anticipated Net Revenues pledged herein will be sufficient to pay the Required Payments so long as the aggregate amount of net debt service on the Project Borrowing actually payable in any bond year does not exceed the amounts assumed in such Financial Feasibility Study - Part II Revenue and Cost Components.

Section 4. The Board covenants that the University will furnish the Treasury Board its general purpose financial statements, within 30 days of their issuance and receipt, audited by a firm of certified public accountants or the Auditor of Public Accounts, which shall include a schedule of revenues and expenditures for the Project and the Auxiliary Enterprise System. If Net Revenues are insufficient to pay Required Payments during such period, the University shall provide evidence of a plan to generate Net Revenues sufficient to make such Required Payments in the future.

Section 5. The Board covenants that so long as the Project Borrowing is outstanding, the University will pay to the State Treasurer, not less than 30 days before each interest or principal payment date, the amount certified by the State Treasurer to be due and payable on such date as principal of, premium, if any, and interest on the Project Borrowing.

Section 6. The Board covenants that the University will pay from time to time its proportionate share of all expenses incurred in connection with the sale and issuance of any series of Bonds that includes the Project Borrowing, including without limitation any expenses incurred by the Virginia Department of Treasury in preparation for such financings, and all expenses thereafter incurred in connection with the Bonds, including without limitation the expense of calculating any rebate to the United States of the earnings derived from the investment of gross proceeds of the Bonds, all as certified by the State Treasurer to the University.

Section 7. The Board covenants that the University will not take or omit to take any action the taking or omission of which will cause the Bonds to be "arbitrage bonds" within the meaning of Section 148 of the Internal Revenue Code of 1986, as amended, including regulations issued pursuant thereto (the "Code"), or otherwise cause interest on the Bonds to be includable in the gross income of the owners thereof for federal income tax purposes under existing laws. Without limiting the generality of the foregoing, the University will pay from time to time its proportional share of any rebate to the United States of the earnings derived from the investment of the gross proceeds of the

Bonds.

Section 8. The Board covenants that the University will proceed with due diligence to undertake and complete the Project and that the University will spend all of the available proceeds derived from the Project Borrowing for costs associated with the Project and appropriated for the Project by the General Assembly.

Section 9. The Board covenants that the University will not permit the proceeds of the Project Borrowing to be used in any manner that would result in (a) 5% or more of such proceeds being used in a trade or business carried on by any person other than a governmental unit, as provided in Section 141(b) of the Code, (b) 5% or more of such proceeds being used with respect to any output facility within the meaning of Section 141(b)(4) of the Code, or (c) 5% or more of such proceeds being used directly or indirectly to make or finance loans to any persons other than a governmental unit, as provided in Section 141(c) of the Code. The University need not comply with such covenants if the University obtains the written approval of the State Treasurer and an opinion of nationally recognized bond counsel acceptable to the Treasury Board that such covenants need not be complied with to prevent the interest on the Bonds from being includable in the gross income of the owners thereof for federal income tax purposes.

Section 10. The Board covenants that for so long as any of the Bonds are outstanding the University will not enter into any operating lease, management contract or similar agreement with any person or entity, other than a state or local governmental unit, for all or any portion of the Project without first obtaining the written approval of the State Treasurer and an opinion of nationally recognized bond counsel acceptable to the Treasury Board that entering into such agreement will not cause the interest on the Bonds to be included in the gross income of the owners thereof for federal income tax purposes.

Section 11. The Board covenants that for so long as any of the Bonds are outstanding, the University will not sell or dispose of all or any part of the Project without first obtaining the written approval of the State Treasurer and an opinion of nationally recognized bond counsel acceptable to the Treasury Board that such sale or disposition will not cause interest on the Bonds to be included in the gross income of the owners thereof for federal income tax purposes.

Section 12. The Treasury Board is authorized, by and with the consent of the Governor, pursuant to Section 2.2-2419 of the Code of Virginia of 1950, as amended, and the Commonwealth of Virginia Article X, Section 9(c) Refunding Bond Act of 1992 (Chapters 265 and 408, Acts of Assembly of 1992) (collectively, the "Refunding Bond Acts"), to issue and sell refunding bonds of the Commonwealth to refund any and all of the Commonwealth's outstanding bonds issued pursuant to Article X, Section 9(c) of the Constitution. In accordance with applicable law, including but not limited to the Refunding Bond Acts, the Board acknowledges that the covenants made in this resolution will continue with respect to any refunding or restructuring bonds issued by the Treasury Board without the need for any further action by the Board or the University.

Section 13. The officers of the University are authorized and directed to execute and deliver

all certificates and instruments and to take all such further action as may be considered necessary or desirable in connection with the sale and issuance of the Bonds.

Section 14. The Board acknowledges that the Treasury Board will rely on the representations and covenants set forth herein in issuing the Bonds, that such covenants are critical to the security for the Bonds and the exclusion of the interest on the Bonds from the gross income of the owners thereof for federal income tax purposes, that the Board will not repeal, revoke, rescind or amend any of such covenants without first obtaining the written approval of the Treasury Board, and that such covenants will be binding upon the Board so long as any of the Bonds are outstanding.

Section 15. This resolution amends and restates the prior resolution with respect to the Project adopted by the Board on September 13, 2024. This resolution shall take effect immediately.

Valerie K. Brown
Valerie K. Brown, Rector
4/28/25
Date

Kishore Thota
Kishore Thota, Secretary
4/29/25
Date

**VIRGINIA STATE UNIVERSITY BOARD OF VISITORS
RESOLUTION AUTHORIZING THE NAMING OF
THE VIRGINIA STATE UNIVERSITY
DEPARTMENT OF HOSPITALITY MANAGEMENT**

April 25, 2025

WHEREAS, Virginia State University ("VSU") by and through the Board of Visitors, may modify or accept the terms and conditions of solicited gifts pursuant to § 23.1-2705 of the Code of Virginia, and as set forth in University Policy 4010, which governs the acceptance, recording and naming of gifts; and

WHEREAS, Fred Thompson, Sr., class of 1972, is a proud VSU alumnus and a retired school administrator with Isle of Wight school district; and

WHEREAS, Ruby Thompson, class of 1953, is a proud VSU alumna and a retired teacher with Smithfield school district; and

WHEREAS, Fred and Ruby Thompson have made immeasurable contributions in time, talent, and treasures to the community; and

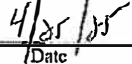
WHEREAS, motivated by a commitment to his father's creed "*It isn't simply what you do in your life that matters; it's who you are*" Warren Thompson made a gift of \$1,000,000 payable over two payments as follows: \$750,000 on June 30, 2023, and \$250,000 on October 15, 2023; and

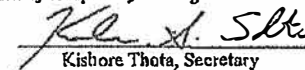
WHEREAS, Warren Thompson, son of Fred and Ruby Thompson, an entrepreneur and advocate for historically black colleges and universities would like to name the Virginia State University Department of Hospitality Management in honor of his parents; and

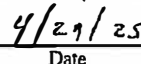
WHEREAS, the proposed name is the *Fred and Ruby Thompson Department of Hospitality Management*; and

NOW, THEREFORE, BE IT RESOLVED, the Board of Visitors of Virginia State University confirms the new name of the Virginia State University Department of Hospitality Management as the *Fred and Ruby Thompson Department of Hospitality Management*.


Valerie Brown, Rector


Date


Kishore Thota, Secretary


Date

**VIRGINIA STATE UNIVERSITY BOARD OF VISITORS
RESOLUTION AUTHORIZING THE RENAMING OF
THE DEPARTMENT OF HEALTH, PHYSICAL EDUCATION, AND RECREATION
TO THE DEPARTMENT OF HEALTH AND HUMAN PERFORMANCE**

April 25, 2025

WHEREAS, Virginia State University's (University) Department of Health, Physical Education, and Recreation (HYPER) has historically provided academic programs that promote student learning in the areas of health, wellness, physical education, and recreation; and

WHEREAS, the scope and direction of HYPER has evolved to reflect a broader focus on interdisciplinary approaches to health, wellness, and human performance, including kinesiology, exercise science, and public health education; and

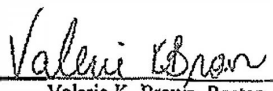
WHEREAS, the proposed name, Department of Health and Human Performance (DHHP), better aligns with current academic trends, professional standards, and student expectations within the health sciences and human services disciplines; and

WHEREAS, the name change will enhance visibility and marketability, support student recruitment and retention, and more accurately reflect the academic offerings and faculty expertise; and

WHEREAS, the proposed renaming has been reviewed and approved by the appropriate academic committees, the Provost, and the President of Virginia State University; and

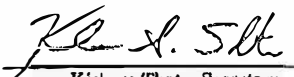
WHEREAS, pursuant to Virginia Code 23.1-1301(A)(1) the Board of Visitors may make regulations and policies concerning the University, and therefore, have the authority to approve the naming and renaming of academic departments; and

NOW, THEREFORE, BE IT RESOLVED, that the Virginia State University Board of Visitors hereby approves the renaming of the Department of Health, Physical Education, and Recreation to the Department of Health and Human Performance.



Valerie K. Brown, Rector
4/25/25

Date



Kishore Thota, Secretary
4/29/25

Date

**VIRGINIA STATE UNIVERSITY BOARD OF VISITORS
RESOLUTION AUTHORIZING THE REORGANIZATION OF THE DEPARTMENT
OF POLITICAL SCIENCE AND THE DEPARTMENT OF HISTORY AND
PHILOSOPHY INTO THE DEPARTMENT OF HISTORY AND POLITICAL SCIENCE**

April 25, 2025

WHEREAS, Virginia State University's (University) Department of Political Science and the Department of History and Philosophy have long provided rigorous academic programs that promote critical thinking, civic engagement, historical literacy, and global awareness; and

WHEREAS, both departments share complementary disciplines, teaching methodologies, and scholarly objectives that support interdisciplinary collaboration and integrated curriculum development; and

WHEREAS, the reorganization into a single Department of History and Political Science will strengthen academic alignment, foster operational efficiency, and support institutional sustainability; and

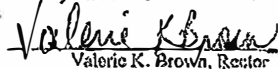
WHEREAS, the proposed merger is consistent with best practices in higher education for program consolidation, especially within the liberal arts and social sciences, and reflects an intentional effort to streamline academic structures without compromising disciplinary integrity; and

WHEREAS, this reorganization will improve administrative coordination, enhance faculty collaboration, and offer students a more cohesive and enriching academic experience; and

WHEREAS, the proposed reorganization has been reviewed and approved through the appropriate internal governance structures, including the relevant college leadership, the Provost, and the President of Virginia State University; and

WHEREAS, pursuant to Virginia Code 23.1-1301(A)(1), the Board of Visitors may make regulations and policies concerning the University, and therefore, have the authority to approve changes to the University's academic organization; and

NOW, THEREFORE, BE IT RESOLVED, that the Virginia State University Board of Visitors hereby authorizes the reorganization of the Department of Political Science and the Department of History and Philosophy into a single academic unit known as the Department of History and Political Science.


Valerie K. Brown, Rector
4/25/25
Date


Kishore Thota, Secretary
4/29/25
Date

**RESOLUTION OF
THE VIRGINIA STATE BOARD OF VISITORS TO AWARD
THE HONORARY DEGREE OF DOCTOR OF LAWS TO
THE HONORABLE DON SCOTT**

April 25, 2025

WHEREAS, Virginia State University (University), as an institution committed to excellence in leadership, public service, and civic responsibility, seeks to recognize individuals whose life's work exemplifies the University's values and mission; and

WHEREAS, the Honorable Don Scott, a native of Houston, Texas, and a graduate of Texas A&M University and Louisiana State University Law School, has dedicated his life to justice, leadership, and public service, beginning with honorable service as a Surface Warfare Officer in the United States Navy; and

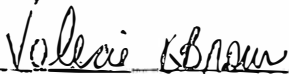
WHEREAS, Delegate Scott was elected to the Virginia House of Delegates in 2019, representing the City of Portsmouth, and has demonstrated visionary leadership, culminating in his historic election as the first Black Speaker of the Virginia House of Delegates in its more than 400-year history; and

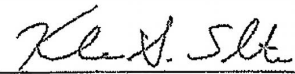
WHEREAS, as a public servant, Speaker Scott has been an ardent advocate for equity, justice, and opportunity, championing legislation that has expanded access to affordable healthcare, increased investment in public education, and fostered economic development for the Commonwealth; and

WHEREAS, his life's journey rooted in humble beginnings and defined by perseverance, resilience, and commitment to community has inspired citizens across the Commonwealth and beyond, and his unwavering dedication to service is exemplified not only through his legislative achievements, but also through his work as a partner at the law firm Breit & Bintazan and his ongoing engagement with civic organizations, including the NAACP and the Veterans of Foreign Wars; and

WHEREAS, Speaker Scott's accomplishments have been recognized through the conferral of honorary doctorates by Norfolk State University and Virginia Wesleyan University, further attesting to his far-reaching impact and enduring legacy; and

NOW, THEREFORE, BE IT RESOLVED, that the Board of Visitors of Virginia State University hereby commends the Honorable Don Scott for his exemplary leadership, and extends to him the honor of consideration for the conferral of an honorary degree, in recognition of his extraordinary contributions to the Commonwealth of Virginia and his steadfast commitment to justice, education, and the public good.


Valerie K. Brown, Rector
4/25/25
Date


Kishore L. Thota, Secretary
4/24/25
Date

**RESOLUTION OF
THE VIRGINIA STATE BOARD OF VISITORS TO AWARD
THE HONORARY DEGREE OF DOCTOR OF LAWS TO
THE HONORABLE L. LOUISE LUCAS**

April 25, 2025

WHEREAS, Virginia State University (University) seeks to honor individuals whose life's work exemplifies the University's values of leadership, public service, civic engagement, and the advancement of social justice; and

WHEREAS, the Honorable L. Louise Lucas, a native of Portsmouth, Virginia, and a distinguished product of its public schools, has dedicated her life to service across federal government, higher education, business, and state legislature, blazing trails as a pioneering woman and community leader; and

WHEREAS, Senator Lucas began her public service as the first woman Shipfitter and later Naval Architect Technician at the Norfolk Naval Shipyard, ultimately serving as Equal Employment Manager, championing equity and inclusion in the federal workforce; and

WHEREAS, she further demonstrated her commitment to underserved communities as Executive Director of the Southeastern Tidewater Opportunity Project (STOP), where she was the first woman appointed to lead the anti-poverty agency; and

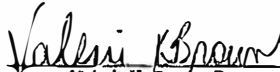
WHEREAS, Senator Lucas has been a long-time advocate for education and opportunity, earning both her Bachelor of Science in Vocational-Industrial Education and her Master of Arts in Urban Affairs from Norfolk State University, and later serving as Assistant Professor and university administrator; and

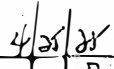
WHEREAS, elected in 1991 to the Virginia Senate, Senator Lucas has served with distinction for over three decades, including as Chair of the Senate Finance and Appropriations Committee, and made history as the first African American woman to be elected President Pro Tempore of the Senate; and

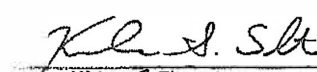
WHEREAS, Senator Lucas's legislative work has had a profound and lasting impact on public education, health care, workforce development, and equitable funding across Virginia's communities, and she continues to serve as a role model and tireless advocate for progress and equity; and

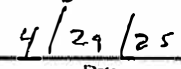
WHEREAS, she has also been recognized as a community pillar, having served on numerous civic boards and organizations including the NAACP, Delta Sigma Theta Sorority, Inc., and the Martin Luther King Jr. Leadership Steering Committee; and

NOW, THEREFORE, BE IT RESOLVED, that the Board of Visitors of Virginia State University hereby commends the Honorable L. Louise Lucas for her outstanding leadership and extends to her the honor of consideration for the conferral of an honorary degree, in recognition of her legislative excellence, and decades long commitment to social and economic justice in the Commonwealth of Virginia.


Valeric K. Brown, Rector


Date


Kishore S. Thota, Secretary


Date

**RESOLUTION OF
THE VIRGINIA STATE BOARD OF VISITORS TO AWARD
THE HONORARY DEGREE OF DOCTOR OF LAWS TO
THE HONORABLE LAMONT BAGBY**

April 25, 2025

WHEREAS, Virginia State University honors individuals whose life and service reflect the institution's enduring commitment to educational excellence, equity, public service, and the upliftment of underserved communities; and

WHEREAS, the Honorable Lamont Bagby, a native of Essex Village in Richmond, Virginia, has demonstrated an unwavering dedication to educational access and community advancement, transforming personal experience into public purpose; and

WHEREAS, Senator Bagby is a proud graduate of Norfolk State University and Virginia Commonwealth University, institutions that helped shape his belief that education is the great equalizer, and has carried this conviction into every aspect of his career; and

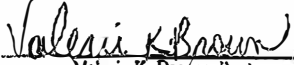
WHEREAS, Senator Bagby began his public service journey by supporting students and families in need, including through grassroots fundraising efforts for school supplies, and later as a dedicated member of the Richmond School Board where he became a tireless advocate for students, educators, and public education; and

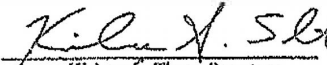
WHEREAS, as a member of the Virginia House of Delegates and now as a State Senator, he has continued to lead with vision, compassion, and integrity, championing policies that promote equity, access to opportunity, and community well-being for residents of Henrico County, Richmond, and the broader Commonwealth; and

WHEREAS, Senator Bagby currently serves as Chair of the Virginia Legislative Black Caucus, where he has led efforts to enact transformative legislation addressing racial equity, educational disparities, economic development, and social justice; and

WHEREAS, his lifelong commitment to uplifting historically marginalized communities and his role in guiding the Commonwealth through periods of significant change reflect the values and aspirations of Virginia State University; and

NOW, THEREFORE, BE IT RESOLVED, that the Board of Visitors of Virginia State University hereby commends the Honorable Lamont Bagby for his outstanding leadership and extends to him the honor of consideration for the conferral of an honorary degree in recognition of his legislative advocacy, and unwavering dedication to public service and educational equity.


Valerie K. Brown, Rector
4/25/25
Date


Kishore J. Thota, Secretary
4/29/25
Date

**RESOLUTION OF
THE VIRGINIA STATE BOARD OF VISITORS TO AWARD
THE HONORARY DEGREE OF DOCTOR OF LAWS TO
THE HONORABLE DR. MAMIE E. LOCKE**

April 25, 2025

WHEREAS, Virginia State University (University) seeks to recognize and honor distinguished individuals whose contributions to public service, higher education, and civic leadership exemplify the University's highest values of scholarship, justice, and social advancement; and

WHEREAS, the Honorable Dr. Mamie E. Locke, a trailblazing educator, scholar, and public servant, has served with exceptional distinction as a professor of political science at Hampton University, a nationally recognized scholar of race, gender, and politics, and a dedicated legislator in the Virginia Senate since 2004; and

WHEREAS, Dr. Locke holds a Ph.D. and M.A. in Political Science from Atlanta University, a B.A. from Tougaloo College, and has furthered her training at Harvard University and Emory University, along with international study at the American University in Cairo, reflecting a lifelong commitment to academic excellence and global understanding; and

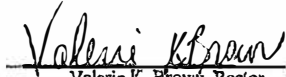
WHEREAS, Dr. Locke has been an esteemed member and leader in national academic organizations, including the American Political Science Association and the National Conference of Black Political Scientists, where she has served as president and council member, and contributed to numerous editorial boards and scholarly publications; and

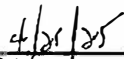
WHEREAS, her prolific civic engagement includes prior service as mayor and vice mayor of the City of Hampton, extensive leadership in the National League of Cities, and appointments to numerous state and local commissions, including the Virginia Redistricting Commission and Chair of the Senate Rules Committee, Finance and Appropriations Committee, and the Freedom of Information Advisory Council; and

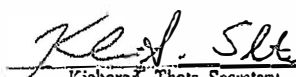
WHEREAS, Dr. Locke's legislative achievements, civic involvement, and advocacy for education, human rights, and equity have earned her over 30 regional and national honors and awards, reflecting a distinguished career dedicated to inclusive leadership, public policy reform, and community uplift; and

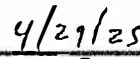
WHEREAS, her scholarship centered on race, gender, and urban policy, and her numerous keynote addresses and publications have made a profound impact in the academic and civic spheres, amplifying voices and issues that historically have been marginalized; and

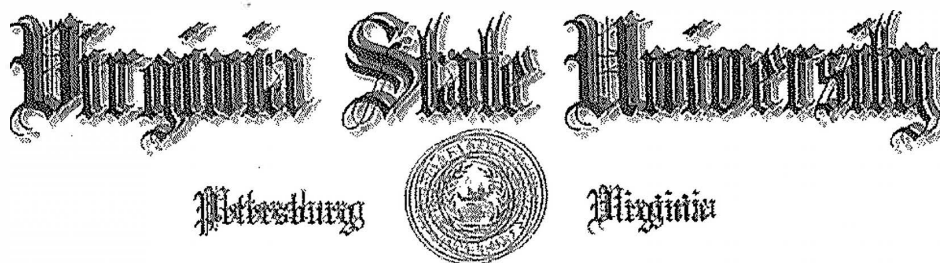
NOW, THEREFORE, BE IT RESOLVED, that the Board of Visitors of Virginia State University hereby commends the Honorable Dr. Mamie E. Locke for her extraordinary service to higher education, and legislative excellence, and extends to her the honor of consideration for the conferral of an honorary degree in recognition of her contributions to public life in the Commonwealth of Virginia.


Valerie K. Brown, Rector


Date


Kishora J. Thota, Secretary


Date



Acknowledgement from the Virginia State University Board of Visitors

The 2025 – 2026 VSU Alumni Association Alumna of the Year

Ms. Cicily Marsh

WHEREAS, § 23.1-1301 of the *Code of Virginia* provides that the Board of Visitors makes regulations and policies concerning the institution; and

WHEREAS, Cicily Marsh is a 1996 graduate of Virginia State University, having earned a Bachelor of Arts; and

WHEREAS, Cicily Marsh currently serves as the Lead Behavior Support Specialist for Vance County Schools, where she advocates for students with behavioral and emotional needs supporting them with care, strategic intervention, and compassion. In 2022, she was honored with the "You Make a Difference" Award by Vance County Schools in recognition of her impactful work and unwavering commitment to student success. In addition to her work in education, she is a dedicated professional at Baskerville Funeral Home in Henderson, NC, where she provides guidance and resources to families navigating life's most difficult transitions. She co-facilitates monthly community workshops on social and health issues, equipping residents with critical knowledge to enhance their well-being; and

WHEREAS, she is a long-standing and distinguished history with the Virginia State University Alumni Association (VSUAA). She was the founding President of the VSUAA Lunenburg County Alumni Chapter, serving for three years. Currently, she is Vice President and Fundraising Chairperson of the Greater Triangle Area Chapter (NC) the largest out-of-state chapter. Under her shared leadership, the chapter has earned multiple accolades, including 2024 Mega Chapter of the Year; and

WHEREAS, at the national level, she serves on the VSUAA Fundraising Committee and has supported the Membership Task Force as a Technology Host. s chapter fundraising chair. She led the highly successful "Battle of the Decades" campaign, raising over \$15,000 for scholarships in a single year. She also organized the chapter's inaugural Mister and Miss Greater Triangle Pageant and is spearheading the planning of the chapter's Tenth Anniversary Celebration, which includes establishing a scholarship endowment at VSU. Another hallmark event under her leadership is the Trojan Takeover at Seven Springs Farms and Vineyard, which supports scholarships for deserving students. She has actively served on several key chapter committees for over six years, including Outreach, Budget, By-Laws, Membership, Social Media and Public Relations, and Scholarship.

NOW, THEREFORE, the Board of Visitors of Virginia State University acknowledges Cicily Marsh as the 2025 - 2026 VSUAA Alumnus of the Year with all the rights and privileges thereto appertaining.



Dr. Valerie K. Brown, Rector

4/30/25
Date



Makola M. Abdullah, Ph.D., President

4/30/25
Date

**VIRGINIA STATE UNIVERSITY BOARD OF VISITORS FULL BOARD
MEETING MINUTES
FRIDAY, APRIL 25, 2025
PAGE 6**

ADJOURNMENT

There being no further business, Rector Brown called for a motion to adjourn the meeting. The motion was received, properly seconded, and the Committee voted by voice vote. The Chair adjourned at approximately 12:36 p.m.

Dr. Valerie K. Brown

Valerie K. Brown, Rector

9.12.25

Date

Mr. Kishore Thota

Kishore S. Thota, Secretary

9.12.25

Date

*Resolution of Exemplary Service
Demonstrated by*

Edward Owens

*Member, Board of Visitors
Virginia State University*

WHEREAS, Mr. Edward Owens was appointed to the Virginia State University Board of Visitors by The Honorable Ralph Northam, Governor of the Commonwealth of Virginia, in July 2021; and

WHEREAS, he served on the Virginia State University Board of Visitors with distinction for four years, and in recognition of his exemplary contributions to education, public service administration, and business leadership, he held key roles including Member of the Academic & Student Affairs Committee, Chair of the Institutional Advancement Committee, and a Member of the Executive Board; and

WHEREAS, he demonstrated model service to the Commonwealth of Virginia and higher education; and

WHEREAS, his generous and enthusiastic support of Virginia State University, its students, faculty, administration and staff are testaments of his sincere dedication to the welfare of his alma mater; and

BE IT THEREFORE RESOLVED, that the Virginia State University Board of Visitors acknowledges Edward Owens for his loyal and dedicated service to the University and the Commonwealth of Virginia and publicly and officially gives recognition and expresses appreciation to him by adopting this Resolution and directing that it becomes a permanent record of its proceedings as of the 12th day of September 2025; and be it

RESOLVED FURTHER, that the Secretary of the Board of Visitors presents to Edward Owens this Resolution as an expression of the high esteem accorded to him by this body, the Commonwealth of Virginia, faculty, staff, and students, alumni and friends of Virginia State University; and be it

RESOLVED FINALLY, that a copy of this Resolution be encased and maintained permanently in the Archives of the University.

Victor K. Branch, Rector

Verndell Robinson, Secretary

Date

Date

**VIRGINIA STATE UNIVERSITY BOARD OF VISITORS
RESOLUTION TO ACCEPT GIFT, NAME A SPACE, AND
ESTABLISH AN ENDOWED FUND**

September 12, 2025

WHEREAS, pursuant to Virginia Code § 23.1-2705(A), the Virginia State University Board of Visitors ("Board of Visitors") "may take, hold, receive, and enjoy any gift, grant, devise, or bequest to the board or to or for the benefit of the University;" and

WHEREAS, pursuant to Virginia Code § 23.1-2705(A), "[a]ny such gift, grant, devise, or bequest shall be used for the purposes designated by the donor, or if no purposes are designated, for the general purposes of the board."

WHEREAS, on June 27, 2025, Virginia State University ("University") received a philanthropic gift of \$100,000 (the "Gift") from Dr. Valerie Brown and K.W. Brown Ministries, Inc. (collectively, the "Donors"); and

WHEREAS, the Gift was contributed in two equal installments of \$50,000 and is designated for the creation of an endowed scholarship fund and for the naming of a classroom or designated common space within the Alfred W. Harris Academic Commons; and

WHEREAS, Dr. Valerie Brown, a 1978 alumna of the University, is recognized for her lifelong dedication to spiritual leadership, youth development, and educational philanthropy; and

WHEREAS, a commemorative plaque shall be installed and a portion of the Gift reserved to support the upkeep of the named space; and

WHEREAS, the Gift and endowed fund shall be managed in accordance with University and Virginia State University Foundation policies and the guidelines stipulated in the forthcoming Memorandum of Understanding; and

NOW, THEREFORE, BE IT RESOLVED THAT, the Board of Visitors acknowledges and confirms the receipt and acceptance of the \$100,000 donation made by Dr. Valerie Brown and K.W. Brown Ministries, Inc. for the dual purpose of naming rights and endowment establishment; and

BE IT FURTHER RESOLVED, that the Board authorizes the naming of a selected classroom or designated common space in the Alfred W. Harris Academic Commons as agreed upon by the Donors and the University, with a commemorative plaque to be installed; and

BE IT FURTHER RESOLVED, that the endowed fund be established and managed in collaboration with the Virginia State University Foundation in accordance with applicable policies, and that all relevant documentation be archived in the Office of Institutional Advancement and filed among the permanent records of the University.

Victor Branch, Rector

Kishore Thota, Secretary

Date

Date

INTERNAL AUDIT CHARTER

Virginia State University Office of Internal Audit

Purpose and Mission

This charter establishes the purpose, authority, and responsibility of the Office of Internal Audit of Virginia State University.

The purpose of the Office of Internal Audit is to provide independent, objective assurance and advisory services, and may perform or coordinate investigations consistent with its mandate. The mission is to improve the University's operations by evaluating and advancing the effectiveness of risk management, control, and governance processes. Internal audit supports university leadership and the Board of Visitors in achieving strategic goals by applying a systematic, disciplined approach in line with the Institute of Internal Auditor's (IIA) Global Internal Audit Standards.

Professional Standards and Guiding Principles

The Office of Internal Audit will operate in compliance with the IIA's 2024 Global Internal Audit Standards, including:

- Purpose of Internal Auditing
- Core Principles for the Professional Practice of Internal Auditing
- The Code of Ethics
- Standards for Conformance
- Interpretation and Guidance where applicable

Internal auditors will also adhere to applicable laws, regulations, university policies, and any relevant higher education or governmental audit requirements.

Authority

The Office of Internal Audit is authorized to:

- Have full, free, and unrestricted access to any university functions, records, systems, property, and personnel as necessary to fulfill its responsibilities.
- Allocate resources, select engagements, determine scope and methodologies, and issue reports without interference.

The Department is not authorized to:

- Perform operational duties.
- Authorize or execute transactions external to Internal Audit.
- Direct activities of employees outside the Office of Internal Audit.

Organizational Independence

To preserve independence:

The Chief Audit Executive (CAE) reports functionally to the Board of Visitors through its Audit and Compliance Committee and administratively to the University President.

The Audit and Compliance Committee shall:

- Approve the internal audit charter.
- Approve the risk-based audit plan and budget.
- Review audit results and follow-up reports.
- Approve the appointment and removal of the CAE.
- Make appropriate inquiries of senior management and the CAE to determine whether any scope or resource limitations are inappropriate.

The CAE will confirm independence annually to the Audit and Compliance Committee and disclose any impairment in fact or appearance. Any scope limitations, resource constraints, or restrictions on access will be communicated promptly to the Board.

Objectivity

Internal auditors will maintain objectivity by:

- Performing duties with impartiality and integrity.
- Avoiding conflicts of interest or any engagement where prior responsibilities may impair objectivity.
- Refraining from assessing operations they were responsible for within the past 12 months.

Scope of Work

Internal audit activities include, but are not limited to:

- Evaluating governance, risk management, and control processes.
- Assessing compliance with laws, policies, procedures, and contracts.
- Reviewing financial and operational reliability and integrity.
- Assessing the safeguarding and efficient use of assets and resources and ensuring assets are acquired economically.
- Performing advisory services with prior agreement, provided they do not impair independence.
- Investigating fraud, waste, and abuse or coordinating such investigations as requested.
- Coordinating with external auditors and regulators as appropriate.
- Reviewing the results of operations and programs to ensure they are consistent with established goals and objectives.

Accountability

The CAE is responsible for:

- Submitting an annual, risk-based audit plan and resource needs to the Audit and Compliance Committee and President.
- Communicating any material changes to the plan or limitations on scope.
- Issuing timely reports with conclusions and recommendations.

- Following up on audit findings and reporting unresolved issues.
- Reporting significant risks and control issues, to include management's responses, to the Audit and Compliance Committee.
- If disagreements arise between Internal Audit and management regarding audit observations, risk assessments, or recommended actions, Internal Audit will make every reasonable effort to resolve the matter directly with management. If resolution cannot be reached, the Chief Audit Executive will escalate the matter to the President and, if necessary, to the Audit and Compliance Committee of the Board of Visitors. All unresolved disagreements will be documented in the final audit communication to ensure transparency with the Board.
- Ensuring the department's conformance with the IIA Standards.

Quality Assurance and Improvement

The Office of Internal Audit will maintain a Quality Assurance and Improvement Program that includes:

- Ongoing internal monitoring.
- Periodic self-assessments.
- External assessments at least every five years by an independent assessor.

Results of quality assessments will be communicated to the Audit and Compliance Committee and President.

Review and Approval

This Charter will be reviewed at least annually by the CAE and presented to the Audit and Compliance Committee for approval to ensure its continued relevance and alignment with the IIA Standards.

Approved this ____ day of _____, 2025

Chair, Virginia State University Board of Visitors

Chair, Audit and Compliance Committee

President, Virginia State University

Chief Audit Executive