

**VIRGINIA STATE UNIVERSITY
BOARD OF VISITORS**

Report Name: 2021 Annual Executive Summary of Interim Activity

Pursuant to § 23.1-1303(B) (13) of the *Code of Virginia* (as amended), Virginia State University (VSU) hereby submits prior to the first day of the General Assembly an annual executive summary of interim activity and work of the Board of Visitors. The University submits as required information as follows:

- Va. Code § 23.1-1300 (A) (members of governing boards, terms);
- Va. Code § 23.1-1301 (B)(10) (public access to information);
- Va. Code § 23.1-1303 (B)(1) (adopting bylaws);
- Va. Code § 23.1-1303 (B)(9) (BOV annual meeting with the president);
- Va. Code § 23.1-1306 (duties of the executive committee)

Questions regarding the Executive Summary can be addressed to Dr. Annie C. Redd, Special Assistant to the President and Liaison to the Board of Visitors, at aredd@vsu.edu.

I. Current Members of the Board of Visitors

Requirement

§ 23.1-1300. Members of governing boards, removal, terms.

Current gubernatorial appointed members, their term numbers, and their respective term expiration dates are as follows:

Name	Term	Expiration Date
Valerie K. Brown, Rector	1 st	30-Jun-22
Glenn Sessoms, Vice Rector	2 nd	30-Jun-23
Christine M. Darden, Secretary	1 st	30-Jun-24
Thursa Crittenden	2 nd	30-Jun-22
Pamela A. Currey	2 nd	30-Jun-24
Michael Flemming	2 nd	30-Jun-23
Shavonne Gordon	1 st	30-Jun-24
Charlie W. Hill	2 nd	30-Jun-22
Raul R. Herrera	1 st	30-Jun-22
Jon D. Moore	1 st	30-Jun-25
William L. Murray	1 st	30-Jun-24
Edward Owens	1 st	30-Jun-25
Xavier Richardson	2 nd	30-Jun-22
James J.L. Stegmaier	2 nd	30-Jun-24
Wayne Turnage	2 nd	30-Jun-23

II. Public Access to Information

Requirement

§ 23.1-1301(B) (10). Boards of visitors; public access to information.

Notwithstanding § 2.2-4342 and the Virginia Freedom of Information Act (§ 2.2-3700 *et seq.*), the governing board of each public institution of higher education or its designee may conduct closed meetings pursuant to § 2.2-3711 and § 2.2-3712 and conduct business as a “state public body” for purposes of subsection D of § 2.2-3708.2.

B. Current Practice and Compliance

The VSU Board of Visitors continues to comply with the Virginia Freedom of Information Act (FOIA) in conducting business as a state public body. Explanation of the compliance follows.

In accordance with Chapter 1289 of the 202 Acts of Assembly, § 4-0.01. g, the Board conducted meetings by means of electronic communication from February 2021 to June 30, 2021 the expiration date of the Governor’s Executive Order 51 declaring a state of emergency due to COVID-19. Thereafter, all Board of Visitors’ meetings, including meetings of its committees and subcommittees, were conducted in a public setting and in accordance with FOIA through the end of 2021. (See page 3 for the complete list of meetings.)

Public notices of all Board of Visitors’ meetings were posted no later than three working days prior to said meeting and these notices indicated meeting times, purpose, and locations. Board of Visitors’ meeting notices can be found posted on the first and third floors of Virginia Hall on the University’s campus, on the University’s website under “Announcements” (www.vsu.edu/), on the Board of Visitors’ webpage (<http://www.vsu.edu/about/leadership/board-of-visitors/index.php>) and on the Commonwealth of Virginia’s Commonwealth Calendar (<https://commonwealthcalendar.virginia.gov/>).

All closed sessions of the VSU Board of Visitors were conducted in accordance with the provisions of the FOIA. The University Legal Counsel ensured that all required FOIA procedural steps were recognized and complied with prior to, during, and following closed sessions.

All electronic meetings and electronic meeting participation of the VSU Board of Visitors were conducted in accordance with FOIA. These electronic meetings also strictly complied with the Act under Va. Code § 2.2-3708.2 and Chapter 1289 of the 202 Acts of Assembly, § 4-0.01. g.

The Board did not consider an increase in tuition and mandatory fees for 2021-2022, therefore, the Board did not hold a public comment meeting.

SCHEV approved the August 6, 2021, Board Annual Retreat agenda to fulfill the requirement for additional educational training for Board members with more than two years of service. The focus of the VSU Retreat was a Board Self-Assessment Workshop coordinated through the Association of Governing Boards and facilitated by an AGB Senior Consultant. A majority of

continuing Board members were in attendance, and therefore, fulfilled the educational training requirement.

New board members, Jon Moore and Edward Owens, attended the State Council on Higher Education of Virginia (SCHEV) New Board Member Orientation, on October 19, 2021. In accordance with § 23.1-1304, Xavier Richardson, a continuing Board member, attended the Orientation to satisfy the educational requirement for board members with more than two years of service on the governing board.

VSU Schedule of 2021 Board Meetings

Date	Meetings	Meeting Type	In person or Electronic
November 19, 2021	Full Board Meeting	Full Board	In person
November 18, 2021	Facilities, Finance & Audit	Committee	In-person
November 18, 2021	Academic & Student Affairs	Committee	In-person
November 18, 2021	Personnel, Compensation & Governance	Committee	In-person
November 18, 2021	Institutional Advancement	Committee	In-person
November 18, 2021	Executive Committee	Committee	In-person
September 17, 2021	Full Board Meeting	Full Board	In-person
September 17, 2021	Facilities, Finance & Audit	Committee	In-person
September 16, 2021	Academic & Student Affairs	Committee	In-person
September 16, 2021	Personnel, Compensation & Governance	Committee	In-person
September 16, 2021	Institutional Advancement	Committee	In-person
September 16, 2021	Executive Committee	Committee	In-person
August 5, 2021	New Board Member Orientation	Orientation Session	In-person
August 5, 2021	Full Board Meeting	Full Board	In-person
August 6, 2021	Board Annual Retreat	Retreat	In-person
June 11, 2021	Electronic Personnel, Comp & Gov	Subcommittee	Electronic
May 14, 2021	Electronic Personnel, Comp.& Gov.	Committee	Electronic
April 23, 2021	Electronic Personnel, Comp. & Gov.	Committee	Electronic
April 23, 2021	Full Board Meeting	Full Board	In-person
April 23, 2021	Electronic Institutional Advancement	Committee	Electronic
April 22,2021	Electronic Facilities, Finance & Audit	Committee	Electronic
April 22, 2021	Electronic Academic & Student Affairs	Committee	Electronic
March 18, 2021	Electronic Executive Committee	Committee	Electronic
February 5, 2021	Electronic Full Board Minutes	Full Board	Electronic
February 5, 2021	Electronic Facilities Finance Audit	Committee	Electronic
February 4, 2021	Electronic Institutional Advancement	Committee	Electronic
February 4, 2021	Electronic Personnel Comp. & Gov.	Committee	Electronic
February 4, 2021	Electronic Academic and Student Affairs	Committee	Electronic

III. Adoption of Bylaws

Requirement

§ 23.1-1303(B) (1). Boards of visitors; bylaws.

The governing board of each public institution of higher education shall adopt bylaws for its own governance. This document shall be posted conspicuously on the board's website **and shall include provisions that:**

1. Establish the requirement of transparency, to the extent required by law, in all board actions; Describe the board's obligations under the Virginia Freedom of Information Act (§ 2.2-3700 *et seq.*), as set forth in § 23.1-1303(B)(1) including the requirements that:
 - a. The board record minutes of each open meeting and post the minutes on the board's website, in accordance with subsection H of § 2.2-3707 and § 2.2-3707.1;
 - b. Discussions and actions on any topic not specifically exempted by § 2.2-3711 be held in an open meeting;
 - c. The board give public notice of all meetings, in accordance with subsection C of § 2.2-3707; and
 - d. Any action taken in a closed meeting be approved in an open meeting before it can have any force or effect, in accordance with subsection B of § 2.2-3711.
2. Require that the board invite the Attorney General's appointee or representative to all meetings of the board, executive committee, and board committees.

B. Current Practice and Compliance

The VSU Board of Visitors continues to comply with the Virginia Adoption of Bylaws Code Section. Explanation of the compliance follows.

The Board's last and most recent updates to the Bylaws were at the February 6, 2020, and May 21, 2020 meetings. The Bylaws require transparency, to the extent required by law, in all board discussions and actions. The Bylaws reflect the Board's obligations under FOIA which include giving public notice of all meetings, to record and post minutes on the Board's website, and to discuss actions in open meeting unless they are specifically exempted by § 2.2-3711. Any action taken in a closed meeting does not become official unless the Board reconvenes in open meeting and takes a vote of the membership on the action.

The Board notifies and invites the Attorney General's appointee or representative to all meetings of the board, executive committee, and board committees.

IV. Annual Meeting with the President of the Institution

Requirement

§ 23.1-1303(B) (9). Boards of visitors; annual meeting with the president of the institution.

In addition to all meetings prescribed in Chapters 14 (§ 23.1-1400 *et seq.*) through 29 (§ 23.1-2900 *et seq.*), the board of visitors of each public institution of higher education shall meet with the chief executive of the institution at least once annually, in a closed meeting pursuant to subdivision A 1 of § 2.2-3711, and deliver an evaluation of the chief executive officer's performance. Any change to the chief executive officer's employment contract during any such meeting or any other meeting of the board shall be made only by a vote of the majority of the board's members.

B. Current Practice and Compliance

The VSU Board of Visitors continues to comply with the requirement of holding an annual meeting with the chief executive officer of the institution—the University President. Explanation of the compliance follows.

On February 1, 2016, Dr. Makola M. Abdullah joined Virginia State University as its 14th president.

- Since March 2017, the Board has conducted annual evaluations of the president and delivered evaluation results in a closed session at its annual meeting (April).
- In March 2021, the Board conducted its annual evaluation of President Makola M. Abdullah for the period February 1, 2020– January 31, 2021. The Board met with the President and delivered its evaluation results in a closed session at its August 23, 2021 meeting. In August 2021, the Board approved the President's compensation package and authorized the Rector to execute documents or any contractual amendments according to the compensation package.

V. Duties of the Executive Committee

Requirement

§ 23.1-1306. Boards of visitors; executive committee.

The executive committee of the governing board of each public institution of higher education shall (i) organize the working processes of the board and (ii) recommend best practices for board governance.

The committee shall:

1. Develop and recommend to the board a statement of governance setting out the board's role;

2. Periodically review the board's bylaws and recommend amendments;
3. Provide advice to the board on committee structure, appointments, and meetings;
4. Develop an orientation and continuing education process for visitors that includes training on the Virginia Freedom of Information Act (§ 2.2-3700 *et seq.*);
5. Create, monitor, oversee, and review compliance with a code of ethics for visitors; and
6. Develop a set of qualifications and competencies for membership on the board for approval by the board and recommendation to the Governor.

B. Current Practice and Compliance

The VSU Board of Visitors continues to comply with the *Code of Virginia* provisions governing the duties of the Executive Committee. Explanation of the compliance follows.

On March 18, 2021, the Executive Committee met to review nominations of 2021-2023 Board officers and develop a slate of officers for recommendation to the full board. In addition, the Executive Committee conducted its annual review of the board's documents (Bylaws, Code of Ethics, Statement of Governance, and the FOIA Rights and Responsibilities) and discussed the proposed 2021-2022 Board meeting schedule and the annual retreat.

On August 5, 2021, the Rector and members of the Executive Committee hosted a New Board Member Orientation Session, which was open to all current VSU board members. The session included information and materials on the Board's fiduciary duties, working processes, board governance, the Virginia FOIA, and specific VSU information (mission and history, goals, demographics, budget, academic and administration divisions, etc.). The University Legal Counsel also provided information on FOIA and on the legal duties and obligations of the Board to board members.

In 2021, the VSU Board of Visitors developed and approved a Board Recruitment Matrix, which is a compilation of the skills-set and competencies of current board members. The Board will forward the matrix to the Governor as the set of qualifications and competencies for membership on the board.

Summary of Board Activities for 2021:

- Approved sale of retired police officer firearm to (ret) Lt. Charles Baskerville (November 2021)
- Approved honorary doctorate degrees awarded to Dr. William R. Harvey, President of Hampton University, and Charlie W. Hill, VSU alumnus and philanthropist (November 2021)

- Established subcommittee on Audit (November 2021)
- Met education requirements for new board members and 1 continuing member who attended the SCHEV Board Member Orientation (October 2021)
- Approved the Virginia State University Six-Year Plan for 2022-2028 (September 2021)
- Approved Resolutions for Exemplary Service to outgoing Board members, Huron F. Winstead and Gregory A. Whirley (September 2021)
- Approved Resolution to Name a Classroom in the Jesse Bolling ROTC Building in honor of Dr. Jona McKee (August 2021)
- Held its annual retreat, which was approved by SCHEV to meet the continuing education requirement for members with 2+ years of service. The retreat focused on a Board Assessment Workshop coordinated and facilitated by the Association of Governing Boards. (August 2021)
- Met with the University President in closed session as part of the annual evaluation process (April 2021)
- Approved 2021-2022 Board meeting schedule (April 2021)
- Re-affirmed Board documents: Board Bylaws, Code of Ethics, Statement of Governance, Freedom of Information Act Rights and Responsibilities (April 2021)
- Approved University Proposed Operating Budget for 2021-2022 (April 2021)
- Established Facilities, Finance & Audit Subcommittee on Investment Opportunities (April 2021)
- Approved 2021-2022 Unfunded Scholarships (April 2021)
- Approved 2022-2028 Six-Year Capital Outlay Plan (April 2021)
- Approved 2021-2022 Internal Audit Plan and Internal Audit Charter (April 2021)
- Approved 9 faculty candidates for promotion and tenure (April 2021)

Dr. Juanita Sharp, Tenure	Dr. Benedict Uzochukwu, Promotion
Dr. Rafat Siddiqui, Tenure & Promotion	Dr. Peng Cheng, Tenure and Promotion
Dr. Laban Rutto, Promotion	Dr. Kawachi Clemons, Tenure and Promotion
Dr. Chyer Kim, Tenure & Promotion	Dr. Aurelia Donald, Tenure and Promotion
Dr. Jahangir Ansari, Promotion	

- Approved 1 faculty candidate for sabbatical leave (April 2021) -
Dr. Xianfa Xie, Professor of Biology
- Approved 7 honorary doctorate degrees awards: Harry E. Black, Porcher Taylor, Luke Torian, Roslyn Tyler, Jona McKee, Gladys West, Benjamin Crump (April 2021)
- Approved 7 candidates for professor emeritus (April 2021)

Dr. Linda Person	Dr. Donna Crawford
Dr. Gerald Burton	Dr. Lillie Bailey
Dr. Maxine Sample	Dr. Krishan Agrawal
Dr. Freddy Thomas	

- Approved the online Master of Education online program in Education (April 2021)

- Approved resolution in honor and memory of De’Andrea Neal, VSU alumnus and staff member (April 2021)
- Elected board officers, approved committee chairs and foundation liaisons for 2021-2023 (April 2021):

Valerie K. Brown, Rector	Raul R. Herrera; Chair, Personnel, Comp. & Governance
Glenn Sessoms, Vice Rector	James J.L. Stegmaier; Chair, Facilities, Finance & Audit
Christine M. Darden, Secretary	Jon D. Moore, VSU Foundation Liaison
Pamela A. Currey; Chair, Academic & Student Affairs	William Murray, Real Estate Foundation Liaison
Shavonne Gordon; Chair, Institutional Advancement	

- Approved Early Retirement Incentive Plan (ERIP) (April 2021)
- Approved Resolution to confirm the naming of the Dominion Energy Summer Bridge Program (April 2021)
- Approved Renaming of Campus Buildings formerly known as Byrd Hall, Eggleston Hall, Trinkle Hall, and Vawter Hall (April 2021)
- Recognized Mrs. Linette Crenshaw Camp as Alumna of the Year, 2020-2021 (April 2021)
- Approved Resolution for approval of Tuition, Fees, Room and Board Schedule for 2021-2022 (February 2021)
- Approved Resolution for Un-naming Byrd Hall, Eggleston Hall, Trinkle Hall, and Vawter Hall (February 2021)
- Approved development of Board Member Recruitment Matrix (February 2021)

Date submitted: January 4, 2022