VIRGINIA STATE UNIVERSITY BOARD OF VISITORS BOARD MEETING MINUTES FRIDAY, NOVEMBER 16, 2018

The Full Board Meeting was held on the 2nd floor of the Gateway Dining Events Center Salon A, on the campus of Virginia State University

CALL TO ORDER

Mr. Huron Winstead, Rector, called the meeting of the Virginia State University (VSU) Board of Visitors (Board) to order in Salon A of the Gateway Dining and Events Center at approximately 9:00 a.m.

ROLL CALL

A quorum was present.

Board Members Present: Mr. Huron F. Winstead, Rector Mr. Charlie W. Hill, Vice Rector Ms. Thursa Crittenden, Secretary Dr. Valerie Brown (absent) Ms. Pamela A. Currey Dr. Daryl C. Dance Mr. Michael Flemming Ms. Jennifer Hunter (absent) Mr. Paul Koonce (absent) Mr. Xavier Richardson Mr. Glenn Sessoms Mr. James J.L. Stegmaier Mr. Wayne Turnage (absent) Mr. Gregory Whirley Dr. Zoe Spencer, Faculty Representative to the Board Ms. Gabrielle Wilks, Student Representative to the Board (absent) Administration Present: Dr. Makola Abdullah, President Dr. Donald Palm, Provost/Vice President for Academic Affairs Dr. Letizia Gambrell-Boone, Vice President for Student Success and Engagement Mr. Hubert Harris, Vice President for Administration

Ms. Reshunda Mahone, Vice President for Institutional Advancement

Dr. G. Dale Wesson, Vice President for Research and Economic Development

Mr. Rodney Hall, Assistant Vice President, Enrollment Management

Ms. Pamela Turner, Director of Communications

Ms. Sheila Alves, Chief Audit Executive, Internal Audit

Mr. Osubi Craig, Special Assistant to the President for Special Projects and Initiatives

Dr. Annie C. Redd, Special Assistant to the President/Board Liaison

Legal Counsel Present: Ms. Ramona Taylor, University Legal Counsel Ms. Bonnie N. Holmes, Legal Assistant, University Legal Counsel ţ.,

Other Attendees:

Rev. Delano Douglas, Director, Campus Ministries Joshua Hines, SGA VP for Finance (sitting in for Gabrielle Wilks) Paula McCapes, President, Staff Senate Travis Edmonds, Information Technology Danette Johnson, President's Office Durba Chatterjee, Institutional Advancement Dr. Kimetta R. Hairston, ACE Fellow Kionne Johnson, Institutional Advancement Stephen Wilson, Institutional Advancement Charmica Epps, Institutional Advancement Kiersten Jefferson, Institutional Advancement Malika Blume, Internal Audit Marlo Green, Internal Audit Dr. Jame'l Hodges, Student Success & Engagement Dr. Sabin Duncan, ACE/Student Success & Engagement Dr. Tia Minnis, Office of the Provost/OPIE Janet Dugger, Conference Services Chief David Bragg, DPPS Peggy Davis, Athletic Director Rodney Robinson, VA 2019 Teacher of the Year (special guest) Dr. Maxine Sample, Int'l Education Franklin H. Johnson, Jr., VSU Alumni Association Joyce Edwards, Sociology & Criminal Justice Dr. Sandra Edwards, Sociology & Criminal Justice Volleyball Team Members: Infinity Anderson Kennedi Cannon Ashanti Day Brealyn Garrison Bethany Henry Hailey Heyward Victoria Holman Jasmine Jones Myia Jones Tiara Ramey Ambria McBride Shanequa Reed Kayla Taylor Amanda Walker, Coach

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Men's Cross Country Members:

Louis Andrews Davonne Douglas Tyron Evans Tyreece Huff Malik James Steven Murdock Charles Salley Nickolas Stackfield Wilbert Johnson, Head Coach Ashley Dewitt Christopher Henry, Coach

OPENING REMARKS

Rector Winstead invited Reverend Delano Douglas, Director of Campus Ministries, to give the invocation.

BOARD APPROVALS

The Board approved each of the following agenda items by voice vote.

- Minutes: September 21, 2018 Board Meeting
- Minutes: September 6, 2018 Executive Committee & Strategic Plan Advisory Group

RECTOR'S REMARKS

Rector Winstead expressed appreciation to Ms. Thursa Crittenden and Dr. Annie C. Redd for the vision, planning, and execution of the 2018 Board of Visitors Recognition Dinner in honor of Mr. Harry Black, former rector, and Dr. Alma Hobbs, former member. The event was a wonderful expression of gratitude from the Board and the University.

PRESIDENT'S REMARKS

President Makola M. Abdullah introduced Mr. Rodney Robinson, a VSU alumnus, who was recently named Virginia's 2019 Teacher of the Year. Mr. Robinson shared a few words about his work and his gratitude to Virginia State University. President Abdullah recognized the Men's Cross Country Track Team head coach and students for winning the 2018 CIAA Championship. The President also recognized the Women's Volleyball Team coach and students for winning the 2018 Northern Division Championship in the CIAA.

REMARKS

Rector Winstead invited Dr. Zoe Spencer, Faculty Representative, to bring remarks on behalf of the Faculty Senate, and Mr. Joshua Hines, SGA Vice President for Finance, to bring remarks on behalf of the Student Government Association. Mr. Hines stood in for Ms. Gabrielle Wilks, Student Representative to the Board, in her absence. The Rector also invited Ms. Paula McCapes, President of the Staff Senate, to bring greetings on behalf of the Staff Senate. President Abdullah thanked the representatives for their roles in shared governance at the University.

COMMITTEE REPORTS

The Rector recessed the meeting of the Full Board to allow for committee reports with the Board functioning as a committee of the whole.

Facilities, Finance and Audit Committee

(Committee Members Present: Flemming, Hill, Stegmaier, Whirley, Winstead)

On behalf of the Committee, Mr. Flemming, Chair, presented the Resolution for Approval of the Internal Audit Charter. Mr. Whirley moved for approval of the resolution. The motion was seconded and carried by voice vote.

Institutional Advancement Committee

(Committee Members Present: Crittenden, Currey, Dance, Flemming, Richardson, Sessoms, Winstead)

Mr. Richardson, Vice Chair, called for approval of minutes from the September 21, 2018 committee meeting. The committee members voted to approve the minutes.

Personnel and Compensation Committee

(Committee Members Present: Sessoms, Crittenden, Stegmaier, Winstead)

Mr. Sessoms, Chair, stated that the Committee did not have action items for approval.

Academic and Student Affairs Committee

(Committee Members Present: Currey, Dance, Hill, Richardson, Spencer, Whirley, Winstead)

Ms. Pamela Currey, Chair, requested a closed session to discuss candidates for sabbatical leave.

CLOSED SESSION

In accordance with Section 2.2-3711(A)(1) of the *Code of Virginia*, Ms. Crittenden moved that the Board convene a closed meeting at 10:46 a.m. for discussion of personnel matters specifically regarding sabbatical leave for faculty member(s). The motion provided for President Makola Abdullah; Dr. Donald Palm, Provost; Ramona Taylor, University Legal Counsel; and Dr. Annie C. Redd, Board Liaison to attend the closed meeting because their presence in the closed meeting is deemed necessary, and/or their presence will aid the Board in its consideration of this matter.

The Board reconvened in open session at 11:04 a.m. in accordance with §2.2-3712(D) of the *Code of Virginia*. Ms. Crittenden conducted a roll call in which all Board members certified that the Board discussed or considered only those public business matters lawfully exempted from open meeting requirements under the Virginia Freedom of Information Act and only such public business matters as were identified in the motion by which the closed meeting was convened.

On behalf of the Committee, Ms. Currey recommended approval of the candidates requesting sabbatical leave: Dr. Byron Greenberg, Assistant Professor, Department of Psychology (fall 2019), and Dr. Gwendolyn Thornton, Associate Professor and Chair, Department of Social Work (fall 2019-spring 2020). Dr. Dance moved for approval of the requests. The motion was seconded and carried by voice vote.

BOARD ACTION PLAN FOLLOW-UP

Ms. Crittenden opened the discussion by thanking the Board members for their input and thoughtful discussions. She then requested each Board member to express his/her view as reflections and/or assessment of the Board's performance in the November 15-16, 2018 meeting(s) in an effort to improve the Board's performance.

ADJOURNMENT

There being no further business, the Rector adjourned the meeting at approximately 12:00 p.m.

Rector Huron

2-8-19

Date

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Thursa D. Crittenden, Secretary

2.8.19

Date

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Resolution of The Board of Visitors of Virginia State University The Internal Audit Charter Revision and Approval November 16, 2018

WHEREAS, the Facilities, Finance and Audit Committee, a subcommittee of the Board of Visitors, shall have control and oversight over all facilities and financial affairs of the University, and

WHEREAS, the Committee will review the University's financial accounting and reporting processes, assess the effectiveness of the systems of internal control and risk management, governance, internal and external audit processes, and the University's process for monitoring compliance with laws and regulations and the Code of Ethics; and

WHEREAS, the Committee's Charter prescribes the independent oversight of internal audit, the annual review and approval of the Internal Audit Department Charter, and involvement with the quality assurance and improvement program, and

WHEREAS, the Institute of Internal Auditors' Standard 1000: Purpose, Authority, and Responsibility require the Internal Audit Department Charter to be periodically reviewed and presented to senior management and the Board for approval.

WHEREAS, the Board of Visitors has reviewed the Internal Audit Charter; and

NOW, THEREFORE, BE IT FINALLY RESOLVED THAT the Facilities, Finance, and Audit Committee of the Board of Visitors of Virginia State University, the Board of Visitors, and the President approve the Internal Audit Charter.

Huron F. W

Rector

Makóla M. Abdullah, Ph.D. President

11.16.18

Date

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Thursa D. Crittender Secretary

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Virginia State University Internal Audit Charter

Revision and Approval November 16, 2018

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VIRGINIA STATE UNIVERSITY

INTERNAL AUDIT CHARTER

Reaffirmed and Approved November 16, 2018

INTRODUCTION

The Internal Audit Charter establishes the general authority and responsibility of the Internal Audit Department, and serves as a guide in the performance of its duties. Internal Audit is an independent and objective assurance and consulting activity guided by the philosophy of adding value to improve the operations of Virginia State University (VSU). Internal Audit assists VSU management in accomplishing its objectives by bringing a systematic and disciplined approach to evaluate and improve the effectiveness of the organization's risk management, control and governance in order to carry out the Internal Audit's mission to enhance and protect organizational value by providing risk-based and objective assurance, advice, and insight.

PROFESSIONAL STANDARDS

The Internal Audit Staff shall govern themselves in accordance with the Virginia Office of the State Inspector General Directive 001: Oversight of State and Specific Non-State Agencies' Internal Audit Programs, first issued on April 15, 2013, Section VI.C.1.a, "All executive branch state agencies and institutions with internal audit functions shall adopt and prescribe to the Definition of Internal Auditing, Code of Ethics, and International Standards of the Professional Practice of Internal Auditors (Standards) as promulgated by the Institute of Internal Auditors (IIA)...." The Institute of Internal Auditors' "Practice Advisories" will be adhered to as applicable to guide operations. In addition, the Internal Auditor will adhere to the Commonwealth of Virginia laws, regulations and policies, VSU policies and procedures, and the Internal Audit (IA) Manual of procedures. The IA Manual shall include attribute, performance, and implementation standards to guide Internal Audit.

AUTHORITY

In order to fulfill its responsibilities, the Internal Audit Department has unrestricted access to all personnel, facilities, records, reports, data bases, documents, or other University information or material that is needed to accomplish its audit objectives. No legitimate source of information is to be closed to the internal auditor.

The Internal Audit Department shall be free from control or undue influence in the selection and application of audit techniques, procedures, and programs.

It is understood that certain items are confidential in nature and special arrangements will be made by the Internal Audit Department when examining and reporting upon such items.

1. <u>Access to Personnel, Documents, and Records</u>: The Internal Audit Department's access to personnel, documents, and records will be unrestricted and unfettered by burdensome administrative requirements or screening procedures. The Internal Audit Department shall be free from undue influence in the selection of areas, activities, personal relationships and managerial policies to be examined. The internal audit activity must be free from interference in determining the scope of internal auditing, performing work, and communicating results. The chief audit executive must disclose such interference to the board and discuss the implications.

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- 2. Access to Information Systems and Automated Data Processing Equipment: Access to information systems and related infrastructure, automated data processing equipment (including microcomputers and/or on-line workstations) and programming personnel shall be made readily available to the Internal Audit Department auditors to permit auditing of automated information. Necessary access to, and related training on, existing data retrieval and report generating capabilities shall also be provided to Internal Audit Department auditors.
- 3. <u>Access to Protected Health Information, Personally Identifiable Information</u>: In accordance with the Health Insurance Portability and Accountability Act of 1996 (HIPAA) (45 CFR Parts 160, 162, and 164), the Family Educational Rights and Privacy Act (FERPA) (34 CFR § 99.31), and the Privacy Act of 1974, the University is permitted to disclose records with sensitive information (Protected Health Information, Personally Identifiable Information) without an individual's authorization for the purpose of an audit, fraud and abuse detection, compliance evaluation, or administrative review.

Internal Audit has access to all records covered by the aforementioned regulations when discharging their official duties and we will be prudent in the use and protection of the confidential and sensitive information acquired.

REPORTING STRUCTURE

The Chief Audit Executive (CAE) shall report directly to the Board of Visitors and administratively to the University President. To establish, maintain, and assure that VSU's internal audit department has sufficient authority to fulfill its duties, the Board of Visitors will:

- Approve the internal audit department's charter.
- Approve the risk-based internal audit plan.
- Approve the internal audit department's budget and resource plan.
- Receive communications from the chief audit executive on the internal audit department's performance relative to its plan and other matters.
- Approve decisions regarding the appointment and removal of the chief audit executive.
- Approve the remuneration of the chief audit executive.
- Make appropriate inquiries of management and the chief audit executive to determine whether there is inappropriate scope or resource limitations.

INDEPENDENCE

All internal audit activities shall remain free of influence by any element in the University, including matters of audit selection, scope, procedures, frequency, timing, or report content to permit maintenance of an independent and objective mental attitude necessary in rendering reports. To ensure independence, Internal Audit shall have free and unrestricted access to the Board of Visitors.

Internal Audit shall have no direct operational responsibility or authority over any of the activities they review. Accordingly, they shall not develop nor install systems or procedures, prepare records, or engage in any other activity which would normally be audited.

The Chief Audit Executive shall report directly to the Board of Visitors (Facilities, Finance and Audit Committee) and administratively to the University President for day-to-day direction.

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The Chief Audit Executive shall have direct access and communication to the Board of Visitors when the Chief Audit Executive believes that such access is needed to fulfill the stated objectives of the Department. At all times, the Chief Audit Executive should have open and direct access to the Rector, Chair of the Facilities, Finance and Audit Committee, or full Board if appropriate.

The Chief Audit Executive should meet privately with the Board of Visitors, without management present, to reinforce independence and the nature of this reporting relationship, at least annually.

The Administrative reporting line should enable adequate communications and information flow such that the Chief Audit Executive and the internal audit function have adequate and timely flow of information concerning the activities, plans, and business initiatives of the University, to include open and direct communications with executive and line management. The Chief Audit Executive should be able to communicate directly with any level of management, including the University President.

The Chief Audit Executive shall, at a minimum, meet with the Board of Visitors and the University President on a quarterly basis to discuss:

- 1. Audit reports issued;
- 2. Status of the audit plan;
- 3. Internal audit operational activities;
- 4. The propriety of any limitations on the scope of internal audits that may be imposed by management;
- 5. Significant risks and control issues, including fraud risks;
- 6. Conformance with the Code of Ethics and the Standards.

AUDIT SCOPE

The scope of Internal Audit encompasses the examination and evaluation of the adequacy and effectiveness of the University's governance, risk management process, system of internal control structure, and the quality of performance in carrying out assigned responsibilities to achieve the University's stated goals and objectives. It includes but is not limited to:

- Reviewing the reliability and integrity of financial and operating information and the means used to identify, measure, classify and report such information.
- Reviewing the systems established to ensure compliance with those policies, plans, procedures, laws, and regulations which could have a significant impact on operations and reporting whether the organization is in compliance.
- Reviewing the means of safeguarding assets and, as appropriate, verifying the existence of such assets.
- Reviewing and appraising the economy and efficiency with which resources are employed.
- Reviewing operations or programs to ascertain whether the operations or programs are being carried out as planned.
- Reviewing specific operations at the request of the Board of Visitors or the University President or other management, as appropriate.
- Monitoring and evaluating the effectiveness of the organization's risk management system.
- Reviewing the quality of performance of external auditors and the degree of coordination with internal audit.
- Reviewing the internal control statement by senior management and the related opinion by the attest auditor for audit planning.

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AUDIT PLANNING

Annually, the Chief Audit Executive of Internal Audit shall submit to the Board of Visitors a summary of the audit work schedule, staffing plan, and budget for the following fiscal year. The audit work schedule is to be developed based on the prioritization of the audit universe using a risk-based methodology. Any significant deviation from the formally approved work schedule shall be communicated to the Board of Visitors.

REPORTING

A written report will be prepared and issued by the Chief or designee following the conclusion of each audit and will be distributed as appropriate. A copy of each audit report and a summarization will be forwarded to the Board of Visitors and others as mandated by the Code of Virginia.

The Chief Audit Executive or designee may include in the audit report the auditee's response and corrective action taken or to be taken in regard to the specific findings and recommendations. Management's response should include a timetable for anticipated completion of action to be taken and an explanation for any recommendations not addressed. In cases where a response is not included within the audit report, management of the audited area should respond, in writing, within thirty days of publication to Internal Audit and those on the distribution list.

Internal Audit shall be responsible for appropriate follow-up on audit findings and recommendations. All significant findings will remain in an open issue file until cleared by the Chief Audit Executive.

PERIODIC ASSESSMENT

The internal audit department will maintain a quality assurance and improvement program that covers all aspects of the internal audit department activities. The program will include an evaluation of the internal audit department's conformance with the Standards and an evaluation of whether internal auditors apply the IIA's Code of Ethics. The program will also assess the efficiency and effectiveness of the internal audit department and identify opportunities for improvement.

The Chief Audit Executive will communicate to senior management and the Board of Visitors on the internal audit department's quality assurance and improvement program, including results of internal assessments (both ongoing and periodic) and external assessments conducted at least once every five years by a qualified, independent assessor or assessment team from outside the University.

The Chief Audit Executive should periodically assess whether the purpose, authority, and responsibility, as defined in this charter, continue to be adequate to enable the internal audit activity to accomplish its objectives. The result of this periodic assessment should be communicated to the Chief Audit Executive or designated body (i.e. Audit Committee).

APPROVED THIS 16th DAY OF NOVEMBER 2018.

Rector, Virginia State University Board of Visitors

Chair, Facilities, Finance and Audit Committee

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President, Virginia State University

Chief Audit Executive

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Virginia State University Board of Visitors Executive Committee & Strategic Plan Advisory Group Meeting Minutes Thursday, September 6, 2018

CALL TO ORDER

Mr. Huron F. Winstead, Rector, called the meeting of the Virginia State University (VSU) Board of Visitors (Board) Executive Committee and Strategic Plan Advisory Group to order in the Board Room of Virginia Hall, Room 310, on the campus of Virginia State University at 1:42 p.m.

ROLL CALL

A quorum was present.

Committee Members Present: Mr. Huron F. Winstead, Rector Mr. Charlie Hill, Vice Rector Ms. Thursa Crittenden, Board Secretary Ms. Pamela Currey, Chair, Academic & Student Affairs Mr. Michael Flemming, Chair, Facilities, Finance & Audit Ms. Jennifer Hunter, Chair, Institutional Advancement (electronic means) Mr. Glenn Sessoms, Chair, Personnel & Compensation (electronic means)

Other Board Members Present: Dr. Valerie Brown Mr. Xavier Richardson Mr. Gregory Whirley Ms. Gabrielle Wilks

Administration Present: Dr. Makola M. Abdullah, President Dr. Donald Palm, Provost/VP, Academic Affairs Mr. Osubi Craig, Spec. Asst/Dir., Govt Relations Dr. Annie C. Redd, Board Liaison

Legal Counsel Present: Ms. Ramona L. Taylor

Other Staff Present: Ms. Sharon Taylor, College of Business Mr. Travis Edmonds, IT Dept.

APPROVAL OF AGENDA

The Committee approved the agenda as printed.

APPROVAL OF MINUTES FROM PREVIOUS MEETINGS

Approval of the April 12, 2018 meeting minutes was postponed until the September 14, 2018 Board meeting.

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DISCUSSION

Dr. Palm presented an update to Board members on the Strategic Plan and the Bold Steps, which included the following:

- Strategic Planning Timeline (5 Phases)
- Expectation(s) of the Board
- Opportunities recommended from the Board
- Service Maturity Academic Affairs
- Industry Structure Map Academic Affairs
- Context Map Academic Affairs
- SPOT Analysis External and Internal Perspective
- SPOT Analysis Emerging Themes
- Town Hall Focus Groups Questionnaires
- Strategic Development Process Outline
- Elements of the Vision
- Vision
- Five Bold Steps
- Proposed Bold Steps
- Mission

Dr. Palm indicated that the Strategic Plan Steering Committee looked at the maturity over time, if they are still relevant, things we would like to implement in the future; for example, distance education, online programs, and more masters programs. Below are some of the opportunities:

- Look at current services to see if they are still relevant and change services around
- Look at industry suppliers, technologies, new entrants, players, key customers, offerings, channels, trends, substitutes, and challenges
- Competing factors, such as: trends, political factors, economic climate, metrics, technology factors, customer needs, and uncertainties

The Steering Committee engaged VSU Alumni, VSU Leadership, VSU Faculty, VSU Staff, and VSU Students for the SPOT Analysis (*Strengths, Problems, Opportunities, and Threats*). The SPOT Analysis created a wealth of data. The themes that emerged from the data are:

- 1. Marketing Communication/Branding
- 2. Academic Programs
- 3. Enrollment and Recruitment
- 4. Student Engagement
- 5. Communications Outreach/Service
- 6. Faculty/Staff Recruitment and Development
- 7. Enhanced Infrastructure and Technology
- 8. Research
- 9. Financial Aid/Affordability

Town halls and focus groups were held to engage internal and external stakeholders to ensure input from all stakeholders.

- <u>External Perspective</u> VSU Alumni Chapter members, Foundation, Real-Estate Foundation, and Athletic Boosters
- Internal Perspective VSU Board of Visitors, Leadership, Faculty, Staff, and Students
- Questionnaires were used to determine where VSU should be 5 to 10 years

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We must figure out:

- What is our organization's Value Proposition?
- What it will take to meet our Vision?
- Will our organization change to accomplish the Vision?
- What are new KPIs?
- What action will we take to achieve the plan?

The Steering Committee wants input from the Board on the Bold Steps they developed; information from this meeting will be used to develop a SMART action plan for November. The six elements around the vision were pulled from information collected over the past couple of months with regards to the elements that would help support a vision for VSU. These are all working documents, suggestions, and fluid. Next we need to develop 5 Bold Steps to get to the Vision.

The Elements of the Vision include:

- Brand drives engagement with VSU
- Sustained academic excellence
- Ensure affordability with high ROI
- Provide an exceptional student experience
- Internally aligned to drive efficient and effective execution
- Environment supports the needs of the VSU community

Proposed Bold Steps

What do we have that is different in order to achieve the 5 Bold Steps?

- 1. Define our Brand
- 2. Define Value Proposition
- 3. Invest in Programs/Faculty
- 4. Communicate ROI to Investors
- 5. Focused Revenue Improvement

Dr. Palm indicated that he needed to get a green light on the Bold Steps today so the Steering Committee could move forward. He also reminded the Board members that they could change the Bold Steps today as needed.

Questions and Comments from the Board members

- Has the team put together a working Mission that fits into the Vision?
- Why do we want the word "diverse" into the mission?
 - Cause is the Mission and Effect is the Vision
- Where in all of this can I see, touch, and feel student success?
 - Student success is extremely important
- Where is the connection to the Vision, Mission and Bold Steps?
- Where is the driver or the cause to create achievement?
- The Bold Steps represent the Mission (the cause) and drive whatever we aspire to achieve
- As a simple vision, how do I make students finish in 4 years?
- Strategy is what takes you there
- The consultant asked "Who are our customers?"
 - o It was determined employers
- Align University strategies and priorities with need of the Commonwealth
 - Students who are employable based on the needs of the Commonwealth
- Students are not majoring in areas needed in Virginia and employers are seeking graduates outside of Virginia
- There is no conversation about what employers need
- Should be talking to employers to see what they want

- The Vision needs to go beyond output to impact (outcomes)
 - o May have a lot of VSU alumni unemployed
 - Impact is what investors and corporations look for
- Recommend talking to parents (major investors)

Dr. Palm indicated that we were drilling down the actual plan itself as far as the student experience and asked the Board members what they would like to see. The responses from the Board members included:

- Producing employable students
- Students prepared to go to graduate school
- Must be able to tell corporations what offering is different
- What are we producing that aligns with what their needs are
- Optimizing student success for work and life and have specific strategies

Dr. Palm indicated that there has been conversations about preparing students for career. The question was asked "How do you get there to make that happen?"

- Need to talk about majors and what we are teaching students
- Don't want to manage ourselves out of business because students are underemployed
- External stakeholders and employers, (i.e. C-Camp, Rolls Royce, and career expos)
- Have Industry councils in each college to provide information to the faculty/Dean on what students need to be employable
- May not get what we are looking for from some employers
- Can get data from VEDP, VEC, Workforce (Megan Heeley), Elevate VA (Sara Dunnigan), demand projections, degrees needed, certificates needed data coming out this month
- Strong infusion on what the Board thinks
- Students will be applying for jobs that don't exist
- Be prepared for what can and can't define
- Think about cause and effect
- Build relationships with businesses and be nimble
 - o By 2050 current jobs will not exist
- Recommend stay close to employers (businesses of the future)
- Think different about the Vision and Mission (i.e. Amazon and retail)
- Consider new responsive innovative programs and faculty to deliver those programs

Questions from the Board members

- What are the determinants for success regardless of employment opportunities for student and citizen success?
- What do we know about human beings that can lead to citizen success? We want students to be successful when they leave VSU.
- How do we measure it since we have the ingredients?
- Get ready for learning, adapting, and making things better
- How many have degrees?
- How many get jobs in their fields?
- Why aren't they getting jobs in their fields?
- What percentage of students are underemployed based on their training?
 - Would not be surprised if the State does not start to measure it
- Are we graduating students that are employable with average incomes?

Recommendations from the Board members

- Teach critical thinking and analytical skills appropriate for any setting (determinants of success)
 Students can make it in any environment with right skills
- JMU has a cutting edge program they developed with SCHEV Council last month with wages of graduates by program 3, 5, 10 years out
- Adhoc committee on data and policy
- Wages of institutions by programs 5 or 10 years out
- Help students manage expectations in terms of employability
- Must redefine and remodel themselves to be employable
- Look at how much graduates make
- Salaries depend on economic background of parents
- We must lead the data conversation of family income
- Recommend <u>Bold Goals</u> rather than Bold Steps
 - o Don't see any as Bold or Steps
- Steps need to accomplish Bold Goals
- <u>Bold Goals</u> Build steps to achieve goals, for example
 - o Increase endowment in next 5 years to \$300 million
 - o In 5 years we will have an incoming class with an SAT/ACT score in 3rd quartile
 - o In 5 years we will produce a Rhodes Scholar
- After the Bold Goals you build the steps to achieve the goals

The Strategic Plan

- Looked at the old plan's 5 key focus areas to build a plan
 - o Goals, objectives, strategies
- Which area relates to focus area?
- Look at sustained academic excellence
- What does it take to get there and how will we get there?
- Focus area focus to obtain academic excellence
- Affordability student experience
- Tweak wording of "environment of VSU" to include corporate community, and issue jobs
- Got to have academics, support, finances, administrative, get from jobs
- For all the work we have done going forward are we going to pursue something different?
 All of that drops your Vision statement
- We have the raw materials, and all we have to do is rework, rethink and digest
- Student experience is a part of what we do
- Primary mission is student focused
- Exceptional student experience
- From recruitment to becoming an alumni
- On the old strategic plan those circles would be objectives under academic support
 - Increase revenue
 - o Endowment money (scholarships)
 - o Exceptional student experience (ACE, tutoring)
 - o Continuous improvement (effective execution How do you reinvent yourself?)
 - o Communicate ROI
 - o Invest in faculty/staff
 - The issue missing is jobs

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- o Students have to have internships, externships, and jobs when they graduate
- o Career enhancement is missing

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- How do we communicate what we are doing? (Brand)
- Some of the Bold Steps are objectives (sustained)
 - Want Cyber Security, CPA, 5th year Accounting, ensured affordability ROI
- Have an investment mindset
 - o Keep tuition low
- Student centered
- Need an operational definition goals, objectives, jobs, goals are missing
- Sometimes good things can be bad, and bad things can be good
- Information is useful but think about what is on the table
- Don't need any more data
- Test against existing Mission statement
- What have you asked us to do?
 - Do we need to revisit the Mission and change it?
 - o Do we need to change or accept the Vision?
- Collect as much information as possible from stakeholders
- Use information as a process to see what stakeholders see as a Vision (overlay plan)
- Need to make sure at earlier stage are we heading in the right direction
- Do we need more time?
- How do you think we should move forward?
- What kinds of things should we be looking at in terms of time frame to capture everything?
- The Bold Steps should lead to achieving the Mission
 - o Mission at the bottom
 - That will produce the Vision
 - Keep it simple and precise
 - o Don't want it to get lost
 - o Too much information
 - Have a lot of people that must understand this
 - o Clean graphics, simple statements, see connections
- Need a draft on what's proposed to do in 5 years
 - How will we match the objective?
 - How are we proposing to get this done?
 - o Must put together visually

Concerns of the Board members

- When are we going to expand Education?
- When are we going to do more investment analytical tools for people who want doctoral degrees?
- Must get to objectives, strategies, when, and how much will it cost, how many months, and how we will afford it
- How do we get enrollment up? (steps)
- Excluding who our target students are that come to VSU
- Students don't know how to interview, shake a hand, interact, make eye contact, or have a conversation
 - What courses are we going to teach to help students achieve the above?
 - o Culturally some things will not be achieved at a school level
- Preparing for degrees
- What is our basic goal of being at VSU based on our students?
- Interviewing skills (i.e. Morehouse students) dressed and play the role
- Confidence of students
- The Big 8 Accounting Firms are not coming to VSU to recruit students
 - o Going to JMU, UVA, VA Tech
- Students come here to get a job but must prepare for employers/employment

- Not utilizing Industry Council
- Want something that is practical, can implement, make a difference
- The Dean must be out there creating relationships, not the President
- The Deans are looking at the Strategic Plan but need to be in the plan

Suggestions from the Board members

- The Board would like to give Dr. Palm a chance to massage the Strategic Plan more
- Deal with the programs that we have and look to the future on how we develop these things
- Put some measures in place on how to get there
- Provide students the tools to represent VSU to bring employers back
- Must mean something
- Measurement higher and more specific for everyone including the professors and staff
- Don't have a capital plan as a part of this
- Need a destination to get there

Next Steps

- Go through your notes
- Reach back in what we have and be clear on what others want (intentionality)
- What is the calendar date to provide a draft to various committees to review by a certain date by the Board?
- Write down the objectives on what we want to accomplish 1, 5, and in a 10 year period
- The calendar was submitted and reset to engage the Board
- Change the due date of the Strategic Plan from November
- Make Strategic Plan as meaningful and beneficial as possible

A member of the Board asked if SACSCOC reviewed the Strategic Plan. President Abdullah indicated that SACSCOC is only concerned with the Mission and that all of their questions are Mission related.

The importance of today's discussion was to share some of the things with the Steering Committee that the Board think is important that they did not see. In the next meeting Board members would like to see the 5 Steps and how they are being carried out at the President's and Departmental levels, and how they are tied to the Strategic Plan. Dr. Palm thanked the Board for their comments and will take their recommendations back to the Strategic Planning Committee.

CLOSED SESSION

In accordance with § 2.2-3711(A)(1) of the *Code of Virginia*, Ms. Crittenden moved to go into closed session at 3:20 p.m. for discussion or consideration of special awards for services or work to be performed by the University regarding naming opportunities. The motion provided that President Makola M. Abdullah; Ms. Reshunda Mahone, Vice President for Institutional Advancement; Dr. Annie C. Redd, Board Liaison; and Ms. Ramona Taylor, University Legal Counsel, attend the closed meeting because their presence in the closed meeting is deemed necessary, and/or their presence will aid the Board in its deliberations.

Ms. Crittenden also moved to go into closed session for discussion or consideration of special awards for services or work to be performed by the University regarding recognition of a former Board member. The motion provided that President Makola M. Abdullah; Dr. Annie C. Redd, Board Liaison; and Ms. Ramona Taylor, University Legal Counsel, attend the closed meeting because their presence in the closed meeting is deemed necessary, and/or their presence will aid the Board in its deliberations.

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The Board reconvened in open session at 4:15 p.m. in accordance with § 2.2-3712(D) of the *Code of Virginia*. Ms. Crittenden conducted the poll in which all board members certified that the Board only discussed business matters lawfully exempted from open meeting requirements and which were identified in the motion authorizing the closed session, were heard, discussed, or considered in closed session. All board members present certified compliance with the Virginia Freedom of Information Act.

ADJOURNMENT

There being no further business, Mr. Winstead adjourned the meeting at approximately 4:30 p.m.

11 istead, Rector Date

VIRGINIA STATE UNIVERSITY BOARD OF VISITORS BOARD MEETING MINUTES FRIDAY, SEPTEMBER 21, 2018

The Full Board Meeting was held on the 2nd floor of the Gateway Dining Event Center Salon A, on the campus of Virginia State University

CALL TO ORDER

Mr. Huron Winstead, Rector, called the meeting of the Virginia State University (VSU) Board of Visitors (Board) to order in Salon A of the Gateway Dining and Event Center at 9:15 a.m.

ROLL CALL

A quorum was present.

Board Members Present: Mr. Huron F. Winstead, Rector Mr. Charlie W. Hill, Vice Rector Ms. Thursa Crittenden, Secretary Dr. Valerie Brown Ms. Pamela A. Currey Dr. Daryl C. Dance Mr. Michael Flemming (absent) Ms. Jennifer Hunter Mr. Paul Koonce (absent) Mr. Xavier Richardson Mr. Glenn Sessoms (absent) Mr. James J.L. Stegmaier (absent) Mr. Wayne Turnage Mr. Gregory Whirley Dr. Zoe Spencer, Faculty Representative to the Board Ms. Gabrielle Wilks, Student Representative to the Board Administration Present: Dr. Makola Abdullah, President Dr. Donald Palm, Provost/Vice President of Academic Affairs Dr. Letizia Gambrell-Boone, Vice President of Student Success and Engagement Mr. Hubert Harris, Vice President of Administration Ms. Reshunda Mahone, Vice President of Institutional Advancement Dr. G. Dale Wesson, Vice President of Research and Economic Development Mr. Rodney Hall, Assistant Vice President, Enrollment Management Ms. Pamela Turner, Director of Communications Mr. Osubi Craig, Special Assistant to the President for Special Projects and Initiatives Dr. Annie C. Redd, Special Assistant to the President/Board Liaison Ms. Sheila Alves, Chief Audit Executive, Internal Audit

Legal Counsel Present: Ms. Ramona Taylor, University Legal Counsel Ms. Bonnie N. Holmes, Legal Assistant, University Legal Counsel

Other Attendees:

Rev. Delano Douglas, Director, Campus Ministries Paula McCapes, President, Staff Senate Travis Edmonds, Information Technology Danette Johnson, President's Office Yourdonus James, Office of Conference Services April Edwards, Institutional Advancement Durba Chatterjee, Institutional Advancement Joyce E. Henderson, VSU Real Estate Foundation Malika Blume, Internal Audit Kimberly Brown Dr. Kimetta R. Hairston, ACE Fellow Kionne Johnson, Institutional Advancement Stephen Wilson, Institutional Advancement Charmica Epps, Institutional Advancement Bridgett Roberts, Mass Comm – Faculty Senate Dr. Maxine Sample, Int'l Ed – Faculty Senate Dr. Jame'l Hodges, Student Success & Engagement Dr. Sabin Duncan, ACE/Student Success & Engagement Daryl Lynn Dance Durba Chatterjee, Institutional Advancement Kiersten Jefferson, Institutional Advancement Ronnie Neal, Institutional Advancement Destiny Hodges, School of Business Auerelia Donald, Faculty Senate (CIS) Nishaun Battle, Social & Criminal Justice Chaya Jain, Poli/PADM Gwen Andrews, Sociology

OPENING REMARKS

Rector Winstead invited Reverend Delano Douglas, Director of Campus Ministries, to lead the invocation.

RECTOR'S REMARKS

Rector Winstead welcomed Valerie Brown, new board member, and acknowledged Charlie Hill, Thursa Crittenden, and Xavier Richardson who were reappointed for second terms. The Rector also welcomed Zoe Spencer and Gabrielle Wilks, the new faculty and student representatives, respectively.

PRESIDENT'S REMARKS

President Makola M. Abdullah shared a report of his research titled Access and Completion along with fall 2018 enrollment reports. President Abdullah engaged in dialogue, questions, and answers with board members.

COMMITTEE SESSIONS

The Rector recessed the meeting of the Full Board to allow for committee meetings with the Board functioning as a committee of the whole.

Facilities, Finance and Audit Committee

(Committee Members Present: Brown, Hill, Turnage, Whirley, Winstead)

Mr. Wayne Turnage, Vice Chair, convened the Facilities, Finance and Audit Committee. Mr. Davenport presented reports on the shortfall in enrollment and its impact on the 2018-19 budget. The Division of Finance built the 2018-19 budget with an estimated shortfall of 200 students as a precautionary step in case of an enrollment drop. The university is on track to meet housing and dining targets. The total negative impact of the enrollment shortfall on total budgeted revenue is estimated to be between \$2.2-\$2.8 million. The administration is preparing to make budget cuts with the lowest impact on instruction. At an earlier meeting, Committee members agreed it was not necessary for the Board to approve a revised budget with the understanding that the administration would keep the Board informed of all adjustments.

Mr. Davenport presented the revised 2018-19 operating budget along with plans and steps that would be taken to reduce the budget. In response to an earlier request from Committee members, Mr. Davenport presented a SWAM (small business, women owned, and minority) Expenditure Summary for VSU for FY 2015 through FY2018.

Mr. Hubert Harris presented an update on technology which included technology services ecosystem issues, an update on identity management, the network modernization project, and the Banner ERP upgrade project.

The Board convened in closed session to receive the Internal Audit Report from Ms. Sheila Alves, Chief Audit Executive.

CLOSED SESSION

In accordance with Section 2.2-3711(A)(1) of the *Code of Virginia*, Ms. Crittenden moved that the Board convene a closed meeting at 11:33 a.m. for discussion of personnel matters specifically regarding the Internal Auditor's preliminary findings and report which may reveal personnel performance of specific individuals and some aspects of the report are protected under law. The motion provided for President Makola Abdullah; Sheila Alves, Internal Auditor; Ramona Taylor, University Legal Counsel; Dr. Annie C. Redd, Board Liaison; and Melika Bloom, Audit Department Staff; to attend the closed meeting because their presence in the closed meeting is deemed necessary, and/or their presence will aid the Board in its consideration of this matter.

The Board reconvened in open session at 12:37 p.m. in accordance with §2.2-3712(D) of the *Code of Virginia*. Ms. Crittenden conducted the poll in which all board members certified that the Board only discussed personnel matters as identified in the motion. All board members present certified compliance with the Virginia Freedom of Information Act.

Academic and Student Affairs Committee

(Committee Members Present: Currey, Dance, Hill, Richardson, Spencer, Turnage, Whirley, Wilks, Winstead)

Ms. Pamela Currey, Chair, convened the Academic and Student Affairs Committee meeting. Dr. Donald Palm, Provost/Vice President for Academic Affairs, presented updates on the Strategic Plan and the SACSCOC Reaffirmation. The Strategic Plan steering committee has completed stages 1 through 3 (developed baseline and external/internal perspective, completed the institution and environmental scan, and identified strengths going forward). The plan is now in stage 4 which is to identify institutional opportunities. The University has completed all stages of the SACSCOC Reaffirmation and is now awaiting SACSCOC to announce its decision in December 2018. Dr. Palm presented a Resolution for Approval of the Amended Six Year Plan for 2018-2024 which is required by the State Council for Higher Education of Virginia (SCHEV). Dr. Palm will present a candidate for promotion and tenure for Board approval in closed session.

Dr. Letizia Gambrell-Boone, Vice President for Student Success and Engagement, presented updates on the retention rate which also included housing capacity, best practice visits to Claflin University and California State University-Fullerton, and hiring to fill staff vacancies. Dr. Gambrell-Boone announced the division's strategic priorities: getting more students into ACE, enrolling students in the Education Advisory Board (EAB) early alert system, monitoring aggregate data, and educating students on the Satisfactory Academic Progress (SAP) appeal process. In addition, Dr. Gambrell-Boone shared highlights from recent student successes and engagements.

Mr. Hubert Harris, Vice President for Administration, addressed the Committee on police and public safety including crime statistics, officer training opportunities, and Title IX training. Mr. Harris presented resolutions for approval of weapon sales to two police officers who retired with 10+ years of service; Corporal Horace Thompson and Corporal Paul Warner.

Institutional Advancement Committee

(Committee Members Present: Brown, Crittenden, Currey, Dance, Hunter, Richardson, Winstead)

Ms. Jennifer Hunter, Chair, convened the Institutional Advancement Committee. The Committee received government relations updates from Mr. Osubi Craig, updates from the Division of Research and Economic Development by Dr. G. Dale Wesson, communications updates from Ms. Pamela Tolson Turner, and institutional advancement updates from Ms. Reshunda Mahone. Ms. Hunter announced that the Committee had one approval item on special awards for a closed session.

Personnel and Compensation Committee

(Committee Members Present: Crittenden, Hunter, Winstead)

Mr. Hubert Harris presented human resources updates regarding hiring new staff generally, and in particular, Ms. Tanya Simmons, interim Human Resources Director (May 2018); implementing the revised human resources reorganization plan (August 2018); and active recruitment for vacant roles. Mr. Harris presented a Resolution for Approval of the University's Succession Plan as required by the *Code of Virginia* (2.2-1209.c)

BOARD APPROVALS

The Board approved each of the following agenda items by voice vote.

- Confirmation of new faculty and student representatives and Board committee assignments.
- Minutes from the following meetings:
 - o April 12, 2018 Executive Committee/Strategic Plan Advisory Group
 - o August 9, 2018 New Board Member Orientation
 - o August 10, 2018 Annual Board Retreat
- Resolution granting Visitor Emeritus status to Mr. Harry E. Black who served as the immediate past Rector.
- Revisions to the Board Bylaws which included changes to sections on telephone participation, reappointment eligibility limitation, residency, committee(s) oversight/responsibilities. The revisions also included indexing of pages, removal of old code sections, and addition of amendment dates.

COMMITTEE REPORTS

Academic and Student Affairs Committee

(Committee Members Present: Currey, Richardson, Whirley, Spencer, Wilks)

On behalf of the Committee, Ms. Pamela Currey, Committee Chair, presented the Resolution for Approval of the Amended Six Year Plan for 2018-2024 required by SCHEV. Mr. Richardson moved for approval of the resolution. The motion was seconded and carried by voice vote. Ms. Currey indicated that another approval item (candidate for promotion and tenure) would be presented in closed session.

Ms. Currey presented the resolutions for the sale of VSU owned firearms to retired Corporal Paul Warner and retired Corporal Horace Thompson. Dr. Dance moved for approval of the resolutions. The motions were seconded and carried by voice vote. Ms. Currey presented the Academic and Student Affairs Committee minutes from its April 25, 2018 meeting. Mr. Richardson moved for approval of the minutes. The motion was seconded and carried by voice vote.

Dr. Zoe Spencer, Faculty Representative to the Board, gave remarks on behalf the Faculty Senate. Ms. Gabrielle Wilks, Student Representative to the Board, presented information and highlights on student activities since the beginning of the fall 2018. The Rector called upon Ms. Paula McCapes, President of the Staff Senate, to give remarks on behalf of the Staff Senate.

Facilities, Finance and Audit Committee

(Committee Members Present: Brown, Flemming, Winstead, Whirley)

Mr. Wayne Turnage, Vice Chair, indicated there were no action items for approval.

Personnel and Compensation Committee

(Committee Members Present: Crittenden, Hunter, Winstead)

On behalf of the Committee, Rector Winstead presented the Resolution for Approval of the VSU Succession Plan. Mr. Hill moved for approval of the resolution. The motion was seconded and carried by voice vote.

Institutional Advancement Committee

(Committee Members Present: Brown, Crittenden, Currey, Hunter, Richardson, Winstead)

On behalf of the Committee, Ms. Jennifer Hunter, Chair, indicated that one item for approval would be presented in closed session.

CLOSED SESSION

In accordance with § 2.2-3711(A)(1), (10) of the *Code of Virginia*, Ms. Crittenden moved to convene a closed session at 4:43 p.m. for discussion or consideration of honorary degrees or special awards. The motion provided that President Makola M. Abdullah; Reshunda Mahone, VP for Institutional Advancement; Dr. Annie C. Redd, Board Liaison; and Ramona L. Taylor, Legal Counsel, attend the closed meeting because their presence in the closed meeting is deemed necessary, and/or their presence will aid the Board in its deliberations.

The Board reconvened in open session at 5:10 p.m. in accordance with §2.2-3712(D) of the *Code of Virginia*. Ms. Crittenden conducted the poll in which all board members certified that the Board only discussed public business matters that were identified in the motion. All board members present certified compliance with the Virginia Freedom of Information Act.

Ms. Hunter presented the following motions from the discussion of special awards. Ms. Currey moved for approval of the motions. The motions were seconded and carried by voice vote.

- To establish a naming rights procedure that incorporates the Board's 2009 resolution which established a policy on naming opportunities of campus facilities.
- To create consistent policies and procedures for Virginia State University regarding honorific opportunities that inform academic programs, programs, building and other recognition and awards.
- To upate the list of current naming opportunities per Policy 4010: The Policy Governing Acceptance, Recording, and Naming of Gifts, for review in November 2018.

- To hold on the naming of the building which houses the College of Engineering and Technology and its internal spaces.
- The administration will recommend to the committee a communication to the naming rights proponents by September 28, 2018.

CLOSED SESSION

In accordance with §2.2-3711(A)(1), (10) of the *Code of Virginia*, Ms. Crittenden moved to convene a closed session at 5:14 p.m. for discussion or consideration of honorary degrees or special awards, specifically considering candidate(s) for promotion and tenure. The motion provided that President Makola M. Abdullah, Dr. Donald Palm, Provost/Vice President for Academic Affairs; Dr. Annie C. Redd, Board Liaison; and Ramona L. Taylor, Legal Counsel, attend the closed meeting because their presence in the closed meeting is deemed necessary, and/or their presence will aid the Board in its deliberations.

The Board reconvened in open session at 5:22 p.m. in accordance with §2.2-3712(D) of the *Code of Virginia*. Ms. Crittenden conducted the poll in which all board members certified that the Board only discussed public business matters that were identified in the motion. All board members present certified compliance with the Virginia Freedom of Information Act.

Ms. Currey presented the recommendation of Dr. Xianfa Xie for tenure and promotion to Associate Professor. Ms. Hunter moved for approval of the motion. The motion was seconded and carried by voice vote.

CLOSED SESSION

In accordance with §2.2-3711(A)(1), (10) of the *Code of Virginia*, Ms. Crittenden moved to convene a closed session at 5:25 p.m. for consultation with legal counsel and pertaining to actual or probable litigation, where such consultation or briefing in open meeting would adversely affect the negotiating or litigating posture of the public body. More specifically, Legal Counsel discussed an update of the Cameron vs. VSU litigation. The motion provided that President Makola M. Abdullah, Dr. Annie C. Redd, Board Liaison; and Ramona L. Taylor, Legal Counsel, attend the closed meeting because their presence in the closed meeting is deemed necessary, and/or their presence will aid the Board in its deliberations.

The Board reconvened in open session at 5:35 p.m. in accordance with §2.2-3712(D) of the *Code of Virginia*. Ms. Crittenden conducted the poll in which all board members certified that the Board only discussed public business matters that were identified in the motion. All board members present certified compliance with the Virginia Freedom of Information Act.

BOARD RETREAT ACTION PLAN FOLLOW-UP

Ms. Crittenden opened the discussion with a request for each board member to express his/her view as reflections and/or assessment of the Board's performance in the September 21, 2018 meeting. Ms. Crittenden directed board members' attention to word cloud sheets in the Board packets. The word clouds recapped the themes from discussions (VSU Values, VSU Strategic Plan, and Board Governance) held at the August 10, 2018 Retreat.

ADJOURNMENT

There being no further business, the Rector adjourned the meeting at approximately 6:00 p.m.

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11.16.18 Date

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Thursa D. Crittenden, Secretary