

**VIRGINIA STATE UNIVERSITY
BOARD OF VISITORS
Virginia State University, Virginia 23806**

**BOARD MEETING
MINUTES**

Thursday, September 26, 2014

CALL TO ORDER

Mr. Harry Black, Rector, called the meeting of the Virginia State University (“VSU”) Board of Visitors (“Board”) to order in Room A of the Gateway Dining Event Center at 10:05 a.m.

ROLL CALL

A quorum was present.

Board Members Present:

Mr. Harry Black, Rector
Mr. Willie C. Randall, Vice Rector
Ms. Daphne M. Reid, Secretary
Mr. George K. Anas, II
Dr. William C. Boshier (*arrived at 11:00 a.m.*)
Ms. Thursa Crittenden
Mr. Felix Davis, Jr.
Dr. Robert E. Denton, Jr.
Mr. Terone B. Green
Mr. Charlie Hill
Dr. Alma Hobbs
Mr. Frederick S. Humphries, Jr.
Ms. Jennifer Hunter
Mr. Xavier Richardson
Mr. Huron Winstead
Mr. Hyisheem Calier, Student Government Association Representative

Administration Present:

Dr. Keith T. Miller, President
Dr. W. Weldon Hill, Vice President for Academic Affairs
Mr. David J. Meadows, Vice President for Administration and Finance
Ms. Adrienne Whitaker, Vice President for Institutional Advancement
Dr. Elliott L. Wheelan, Associate Vice President for Human Resources
Ms. Joanne Curtis Taylor, Chief Audit Executive

Legal Counsel Present:

Mr. Ronald C. Forehand, Office of the Attorney General
Ms. Bonnie N. Degen, Legal Assistant, University Legal Counsel
Ms. Christy G. Brown, Paralegal, University Legal Counsel

Other Attendees:

Mr. Travis Edmonds, Office of Information Technology
Mr. Hubert Harris, VSU Chief Information Officer

OPENING REMARKS

The Rector expressed sincere condolences on behalf of the Board for the recent loss of the close family members of Mr. Huron Winstead and Ms. Adrienne Whitaker, and asked all present to pause for a moment of reverent silence.

Mr. Randall presented and moved for approval the following committee recommendations: Mr. Hill, Academic and Student Affairs Committee and Facilities, Finance and Audit Committee; Dr. Hobbs, Academic and Student Affairs Committee and Institutional Advancement Committee; Ms. Crittenden, Resources Committee and Facilities, Finance, and Audit Committee; and Mr. Richardson, Resources Committee and Institutional Advancement Committee. The motion was seconded by Mr. Winstead and carried by voice vote.

The Rector recessed the meeting of the full Board at 10:27 a.m. to allow for concurrent Board Committee meetings with the Board functioning as a Committee of the Whole. The reports of matters considered by the committees are included in the minutes of the Board's meeting held Friday, September 26, 2014.

**BOARD MEETING
MINUTES
Friday, September 26, 2014**

CALL TO ORDER

Mr. Harry Black, Rector, called the meeting of the Virginia State University (“VSU”) Board of Visitors (“Board”) to order in Room A of the Gateway Dining Event Center at 8:17 a.m.

ROLL CALL

A quorum was present.

Board Members Present:

Mr. Harry Black, Rector
Mr. Willie C. Randall, Vice Rector
Ms. Daphne M. Reid, Secretary
Mr. George K. Anas, II
Dr. William C. Boshier
Ms. Thursa Crittenden
Mr. Felix Davis, Jr.
Dr. Robert E. Denton, Jr.
Mr. Terone B. Green
Mr. Charlie Hill
Dr. Alma Hobbs
Mr. Frederick S. Humphries, Jr.
Ms. Jennifer Hunter
Mr. Xavier Richardson
Mr. Huron Winstead
Mr. Hyisheem Calier, Student Government Association Representative

Administration Present:

Dr. Keith T. Miller, President
Dr. W. Weldon Hill, Vice President for Academic Affairs
Mr. David J. Meadows, Vice President for Administration and Finance
Ms. Adrienne Whitaker, Vice President for Institutional Advancement
Dr. Elliott L. Wheelan, Associate Vice President for Human Resources
Ms. Joanne Curtis Taylor, Chief Audit Executive

Board of Visitors
MINUTES
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Legal Counsel Present:

Mr. Ronald C. Forehand, Office of the Attorney General
Ms. Bonnie N. Degen, Legal Assistant, University Legal Counsel
Ms. Christy G. Brown, Paralegal, University Legal Counsel

Other Attendees:

Mr. Rync Andrews, VSU Student
Mr. Zymir Batts, VSU Student
Mr. Paul Bennett, VSU Student
Mr. Quincy Brown, VSU Student
Ms. Alexis Cox, VSU Student
Dr. Michelle Corley, Associate Professor, School of Agriculture
Ms. Christine Austin-Curry, VSU Student
Ms. Leonna Deans, VSU Student
Ms. Gwendolyn Edlow, VSU Student
Mr. Travis Edmonds, Office of Information Technology
Dr. Joyce Edwards, Associate Professor, Sociology, Social Work and Criminal Justice
Mr. Carlos Garcia, VSU Student
Mr. Jhadee Gerda, VSU Student
Dr. Deborah Goodwyn, Associate Professor, Language and Literature
Ms. Quenyana Gray, VSU Student
Mr. Hubert Harris, VSU Chief Information Officer
Mr. Quentin Harvey, VSU Student
Ms. Alexis Hitchman, VSU Student
Mr. Shareef Hood, VSU Student
Mr. Anthony Jackson, VSU Student
Mr. Daishun Jackson, VSU Student
Mr. Franklin H. Johnson, Jr., VSUAA - President
Ms. Jasmine Johnson, VSU Student
Mr. Umeko Jones, VSU Student
Ms. Karin Kapsidelis, The Richmond Times Dispatch
Ms. Messiyah Kerr, VSU Student
Mr. Jordan Levisy, VSU Student
Dr. Irene Logan, VSU Admissions
Mr. Kyle Marsh, VSU Student
Mr. James Means, VSU Student
Mr. John Morris, VSU Student
Mr. Denton Myria, VSU Student
Mr. Quincy Nieves, VSU Student
Ms. Emeka Onyirimba, VSU Student
Mr. Zaechoreus Ogunrika, VSU Faculty Member

Ms. Diamond Ortan, VSU Student
Ms. Veronda Owens, VSU Student
Ms. Litasha Powers, VSU Student
Mr. Balil Pugh, VSU Student
Ms. Sybrina Richardson, VSU Student
Mr. Ryan Robinson, VSU Student
Ms. La-Keeyatta Steward, VSU Student
Ms. Tylesha Vessells, VSU Student
Mr. Grant West, VSU Student
Mr. LaMarcus Wise, VSU Student
Mr. Dante Wright, VSU Student
Mr. Maurice Young, VSU Student

APPROVAL OF MINUTES

Rector Black called for approval the minutes of the Annual Board meeting held April 10-11, 2014. A motion for their approval was made by Mr. Randall, seconded by Mr. Anas and the minutes were approved by voice vote.

Rector Black called for approval, the minutes of the Board's Executive Committee meeting held July 25, 2014. A motion for their approval was made by Mr. Winstead, seconded by Mr. Randall and the minutes were approved by voice vote.

Rector Black called for approval the minutes of the Board Retreat held August 22, 2014. Mr. Hill offered a friendly amendment to the minutes to reflect his absence. A motion for their approval, to include the friendly amendment, was made by Mr. Randall, seconded by Mr. Anas, and the minutes were approved by voice vote.

CLOSED SESSION

In accordance with § 2.2-3711(A)(1) of the *Code of Virginia*, Ms. Reid moved to go into closed session at 9:05 a.m. for a discussion of personnel matters. The motion provided that President Miller, Dr. Hill, Attorney Forehand, Dr. Hill, Mr. Meadows, Ms. Crewe, Dr. Wheelan, and Ms. O'Neal attend the closed meeting as their presence was deemed necessary to aid the Board in its deliberations. The motion was seconded by Mr. Winstead, and carried by voice vote.

The Board reconvened in open session at 12:35 p.m. in accordance with § 2.2-3712(D) of the *Code of Virginia*. Ms. Reid conducted the poll in which all board members certified that the Board only discussed personnel matters. All board members present certified compliance with the Virginia Freedom of Information Act.

PRESIDENT'S REMARKS

The President introduced Mr. Hyisheem Calier, Student Government Association (SGA) President, and Student Representative to the Board of Visitors at Virginia State University. Mr. Calier provided a brief overview as to why he selected Virginia State University and his experience as a VSU student.

COMMITTEE REPORTS

Facilities, Finance and Audit Committee

(Committee members present were: Black, Crittenden, Green, Hill, Randall, Winstead)

Mr. Huron Winstead, Chair of the **Facilities, Finance and Audit Committee**, presented and Mr. Hill moved for approval the Resolution Authorizing the Six-Year Plan for 2014 – 2020. The motion was seconded by Mr. Anas and carried by roll call voice vote.

Mr. Winstead presented and Mr. Randall moved for approval the Resolution Authorizing the Lease Agreement for Off Campus Extension Facility with the City of Petersburg. The motion was seconded by Mr. Hill and carried by roll call voice vote. Mr. Green abstained.

Mr. Winstead presented and Mr. Hill moved for approval the Resolution of Reaffirmation and Approval of the Audit Committee Charter Adopted April 13, 2007. The motion was seconded by Mr. Randall and carried by roll call voice vote.

Mr. Winstead presented and Mr. Randall moved for approval the Resolution to Reaffirm and Approve the Internal Audit Charter. The motion was seconded by Mr. Green and carried by roll call voice vote.

Mr. Winstead presented and Mr. Hill moved for approval the Resolution to Approve Fiscal Year 2015 Internal Audit Plan and Goals and Objectives. The motion was seconded by Mr. Anas and carried by roll call voice vote.

Mr. Winstead presented and Mr. Hill moved for approval the Resolution for Approval of the Performance Audit of the Virginia State University Real Estate Foundation. The motion was seconded by Mr. Randall and carried by roll call voice vote. Mr. Green abstained.

Faculty Representative to the Board Report

Dr. Michelle Corley, Vice Chair of the Faculty Senate, provided an update on Faculty Senate elections, leadership composition, Faculty Senate goals, and faculty accomplishments and concerns.

Student Representative to the Board Report

Mr. Calier, Student Government Association President and Representative to the Board, highlighted student initiatives: enhancing Trojan pride throughout the campus; academic excellence; community outreach and global awareness; and cultivating the relationship between the administration and the student body.

Academic and Student Affairs

(Committee members present were: Boshier, Davis, Denton, Green, Hill, Hobbs)

Dr. Robert Denton, Chair of the **Academic and Student Affairs Committee**, presented and Mr. Winstead moved for approval the Wireless Technology Certificate Program Tuition Rate of \$7,500. The all-inclusive flat rate will cover books, course materials, room and board for each student in the program. The motion was seconded by Mr. Hill and carried by roll call voice vote.

Dr. Denton presented and Mr. Anas moved for approval, a per credit hour tuition charge of \$276 for the Enterprise Systems Program. The motion was seconded by Mr. Hill and carried by roll call voice vote.

Dr. Denton presented and Mr. Randall moved for approval, the Water Safety Course Fee of \$35. The program offers Red Cross certified courses in water safety and lifeguarding. The motion was seconded by Mr. Anas and carried by roll call voice vote.

Dr. Denton presented and Mr. Green moved for approval, the Richard Bland and Virginia State University Guaranteed Tuition Program. This program will guarantee tuition for students who transfer from Richard Bland College to Virginia State University who have successfully completed an Associate's degree program in designated disciplines. The motion was seconded by Mr. Hill and carried by roll call voice vote.

Dr. Denton presented and Mr. Randall moved for approval, the Military Academic Credit Policy. This State Council of Higher Education for Virginia (SCHEV) required policy offers military students credit for courses taken that meet the American Council on Education (ACE) standard or come from a regionally accredited university. The motion was seconded by Mr. Hill and carried by roll call voice vote.

Dr. Denton presented and Mr. Davis moved for approval, the fall commencement speaker and honorary degree candidate. The motion was seconded by Mr. Richardson, and carried by roll call voice vote.

CLOSED SESSION

In accordance with § 2.2-3711(A)(1) of the *Code of Virginia*, Ms. Reid moved to go into closed session at 1:45 p.m. for a discussion of personnel matters. The motion provided that Attorney

Forehand attend the closed meeting as his presence was deemed necessary to aid the Board in its deliberations. The motion was seconded by Mr. Winstead, and carried by voice vote.

The Board reconvened in open session at 3:02 p.m. in accordance with § 2.2-3712(D) of the *Code of Virginia*. Ms. Reid conducted the poll in which all board members certified that the Board only discussed personnel matters. All board members present certified compliance with the Virginia Freedom of Information Act.

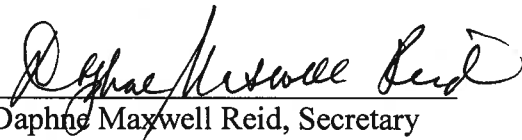
There being no further business, the Rector adjourned the meeting of the Board at 3:37 p.m.



Harry Black, Rector

11/14/14

Date



Daphne Maxwell Reid, Secretary

11-14-14

Date

**RESOLUTION OF THE
VIRGINIA STATE UNIVERSITY
BOARD OF VISITORS**

AUTHORIZING THE SIX-YEAR PLAN FOR 2014 - 2020

WHEREAS, Section 23-38.87:17 of the *Code of Virginia* requires that “[t]he governing board of each public institution of higher education shall develop and adopt biennially and amend or affirm annually a six-year plan for the institution...,” and

WHEREAS, every biennium, Virginia State University must submit a Six-Year Plan for consideration by the State Council of Higher Education for Virginia (SCHEV), the Governor and the respective chairs of the House Appropriations Committee and the Senate Finance Committee; and

WHEREAS, each plan must address the institution’s academic, financial, and enrollment plans and prioritize programs for the next three (3) biennia; and

WHEREAS, the Board of Visitors adopts a Six-Year Plan that is consistent with the University’s strategic plan;

NOW, THEREFORE, BE IT RESOLVED THAT, the Board of Visitors of Virginia State University hereby approves the University’s Six-Year Plan covering the fiscal years 2014-2020.




Harry Black, Rector



Daphne Maxwell-Reid, Secretary



Date



Date

**RESOLUTION OF THE
VIRGINIA STATE UNIVERSITY
BOARD OF VISITORS**

**AUTHORIZATION FOR LEASE AGREEMENT
FOR OFF CAMPUS EXTENSION FACILITY WITH
THE CITY OF PETERSBURG, VIRGINIA**

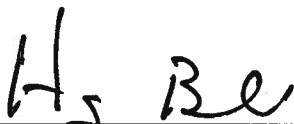
WHEREAS, Section 23-38.88 of the *Code of Virginia* authorizes public institutions of higher education to enter into operating leases; and

WHEREAS, the University has been awarded a Grant from the United States Department of Agriculture for the purpose of developing a year round sustainable food production and training center in the heart of Historic Petersburg; and

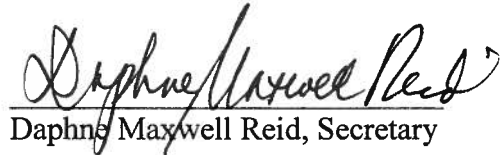
WHEREAS, a suitable facility has been identified and is available through a lease with the City of Petersburg, Virginia; and

WHEREAS, the proposed lease has been prepared by the Office of the Attorney General; and

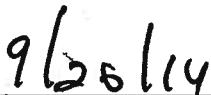
NOW, THEREFORE, BE IT RESOLVED THAT, the Board of Visitors of Virginia State University hereby authorizes execution of a lease agreement with the City of Petersburg, Virginia, upon the terms and conditions deemed appropriate by the President and/or Vice President for Administration and Chief Financial Officer, who are further authorized to approve and execute said lease agreement and such additional documents as may be necessary.



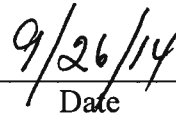
Harry Black, Rector



Daphne Maxwell Reid, Secretary



Date



Date

Resolution of
The Board of Visitors of
Virginia State University
Audit Committee Charter
Adopted April 13, 2007
Reaffirmation and Approval September 26, 2014

WHEREAS, the primary purpose of the Audit Committee is to assist the Board of Visitors in discharging its oversight responsibilities; and

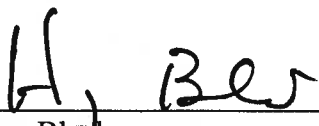
WHEREAS, the Audit Committee will review the University's financial accounting and reporting processes, assess the effectiveness of the systems of internal control and risk management, governance, internal and external audit processes, and the University's process for monitoring compliance with laws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

WHEREAS, the Audit Committee Charter prescribes the purpose, authority, composition, meeting schedule, responsibilities, independent oversight of internal audit, relationship with external auditors, review of the effectiveness of compliance monitoring by management, reporting and other responsibilities assigned to members of the Audit Committee; and

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

NOW THEREFORE BE IT RESOLVED THAT the Board of Visitors of Virginia State University reaffirms and approves the Audit Committee Charter.

BE IT FINALLY RESOLVED that the Audit Committee should continue effective efforts designed to assist the Board of Visitors in discharging its oversight responsibilities and to keep the Board of Visitors informed of matters of importance.



Harry Black
Rector



Daphne Maxwell Reid
Secretary

9/26/14

Date

9/26/14

Date

Resolution of
The Board of Visitors of
Virginia State University
To Reaffirm and Approve
The Internal Audit Charter
September 26, 2014

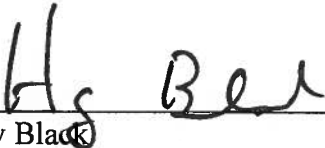
WHEREAS, the Facilities, Finance and Audit Committee, a subcommittee of the Board of Visitors, shall have control and oversight over all facilities and financial affairs of the University, and

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

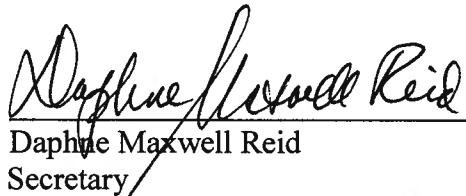
WHEREAS, the Committee's Charter prescribes the independent oversight of internal audit and the annual review and approval of the Internal Audit Department Charter, and

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.

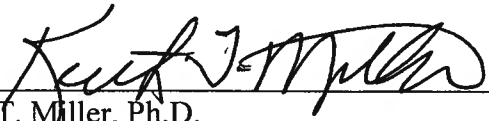
THEREFORE BE IT FINALLY RESOLVED THAT the Facilities, Finance, and Audit Committee of the Board of Visitors of Virginia State University, the Board of Visitors, and the President reaffirm and approve the Internal Audit Department Charter.



Harry Black
Rector



Daphne Maxwell Reid
Secretary



Keith T. Miller, Ph.D.
President

9/26/14

Date

Resolution of
The Board of Visitors of
Virginia State University
To Approve
Fiscal Year 2015 Internal Audit Plan and Goals and Objectives
September 26, 2014

WHEREAS, the Chief Audit Executive has prepared the Annual Internal Audit Plan based upon the results of a risk assessment and in concert with the Institute of Internal Auditors' Standards for the International Professional Practice of Internal Auditing and the Commonwealth of Virginia Division of the State Internal Auditor, along with consideration provided by the Board of Visitors, President, senior management of the University, and the Internal Audit staff; and

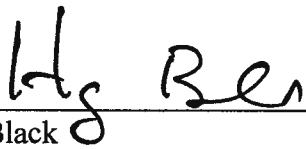
WHEREAS, the Chief Audit Executive will propose a new audit plan each fiscal year that reflects the current risk environment at the University; and

WHEREAS, the Board of Visitors, with input from the Chair of the Facilities, Finance, and Audit Committee and the Chief Audit Executive, may find it necessary to modify the audit plan, scope of work and/or allocate Internal Audit Department resources to other areas based upon new discovery or vulnerability; and

WHEREAS, the Chief Audit Executive has prepared the Internal Audit Goals and Objectives for 2014-2015 which are an integral part of the ongoing internal assessment within Internal Audit's Quality Assurance and Improvement Program; and

WHEREAS, the Board of Visitors has reviewed the proposed Internal Audit Plan, and related Goals and Objectives; and

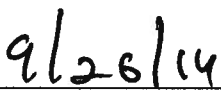
NOW, THEREFORE, BE IT RESOLVED that the Board of Visitors of Virginia State University approve the Fiscal Year 2015 Internal Audit Plan and related Goals and Objectives.



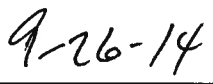
Harry Black
Rector



Daphne Maxwell Reid
Secretary



Date



Date

**VIRGINIA STATE UNIVERSITY
BOARD OF VISITORS
RESOLUTION FOR
APPROVAL OF PERFORMANCE AUDIT OF THE
VIRGINIA STATE UNIVERSITY REAL ESTATE FOUNDATION**

SEPTEMBER 26, 2014

WHEREAS, the VSU Foundation and the VSU Real Estate Foundation have established a joint venture Company (the “VSU Trojan Development Company, LLC”) to engage in the development of a mixed-use retail/residential project on the Chesterfield Avenue Property (the land), which is owned by the Commonwealth of Virginia and under the control of the University;

WHEREAS, at its meeting on September 20, 2013, the University’s Board of Visitors approved a motion to transfer the Chesterfield Avenue Property to the Foundations;

WHEREAS, at its meeting on April 12, 2014, the University’s Board of Visitors resolved that it is in the best interest of the University to convey fee simple title of the Chesterfield Avenue Property to the VSU Trojan Development Company, LLC;

WHEREAS, at its meeting on April 12, 2014, the University’s Board of Visitors further resolved stipulations to effect the land transfer and such other that the execution authority of the land transfer granted to the President and Vice President for Administration and Finance shall expire immediately if the conveyance of the Chesterfield Avenue Property to the VSU Trojan Development Company, LLC, is not made by December 31, 2014;

WHEREAS, the Executive Committee of the University’s Board of Visitors, at its July 25, 2014 meeting, approved by roll call voice vote, in light of the pending real estate and land transfer from VSU to the VSU Real Estate Foundation, a motion to request the University’s Board of Visitors approve the Internal Auditor to conduct a performance audit to ensure the viability and operation efficiency of the receiving entity, namely the VSU Real Estate Foundation as a party thereto for the VSU Trojan Development Company, LLC.

NOW, THEREFORE BE IT:

1. **RESOLVED**, that the University’s Board of Visitors approve the Internal Auditor to conduct a performance audit to ensure the viability and operation efficiency of the receiving entity, namely the VSU Real Estate Foundation.
2. **RESOLVED**, that the University’s Board of Visitors and the Facilities, Finance and Audit Committee require timely fulfillment of audit requests and transmission of documents and cooperation by any and all personnel

and constituents of Virginia State University and the Virginia State University Real Estate Foundation with Internal Audit staff to fulfill the requirements of the performance audit of the Virginia State University Real Estate Foundation.

 H. Black

Harry Black
Rector

 9/26/14

Date

 Daphne Maxwell Reid

Daphne Maxwell Reid
Secretary

 9-26-14

Date