

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

**SPECIAL CALL BOARD MEETING**  
**MINUTES**  
Friday, June 14, 2013

**CALL TO ORDER**

Ms. Katherine Busser, 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 8:35 a.m.

**ROLL CALL**

A quorum was present.

*Board Members Present:*

Ms. Katherine E. Busser, Rector  
Mr. Harry Black, Vice Rector  
Ms. Barbara Steverson, Secretary  
Mr. George K. Anas, II  
Dr. William C. Bosher  
Mr. Allyn Myles Carnam  
Mr. Felix Davis, Jr. (*absent*)  
Dr. Robert E. Denton, Jr.  
Ms. Catherine H. Gillespie (*absent*)  
Mr. Terone B. Green  
Ms. Jennifer Hunter  
Mr. E. Ray Murphy  
Mr. Willie C. Randall  
Ms. Daphne M. Reid (*monitored via teleconference*)  
Mr. James H. Starkey, III  
Dr. Emmanuel Omojokun, Faculty Member Representative  
Mr. Brandon Randleman, Student Government Association Representative

*Administration Present:*

Dr. Keith T. Miller, President  
Dr. W. Weldon Hill, Vice President for Academic Affairs  
Dr. Michael M. Shackelford, Vice President for Student Affairs  
Mr. David J. Meadows, Vice President for Administration and Finance  
Ms. Adrienne Whitaker, Interim Associate Vice President for Institutional Advancement  
Dr. Elliott L. Wheelan, Associate Vice President for Human Resources  
Mr. Cortez K. Dial, Chief of Staff

Ms. Joanne Curtis Taylor, Chief Audit Executive

*Legal Counsel Present:*

Mr. Roscoe C. Roberts, University Legal Counsel  
Ms. Bonnie N. Degen, Legal Assistant, University Legal Counsel  
Ms. Christy G. Brown, Paralegal, University Legal Counsel

*Other Attendees:*

Mr. Louis Dabney, Director of Advancement Services  
Mr. Travis Edmonds, Office of Information Technology  
Dr. Joyce Edwards, Associate Professor, Sociology, Social Work and Criminal Justice  
Dr. Milton O. Faison, Assistant Professor, Biology  
Mr. Jesse Garland, Comptroller, VSU  
Mr. Hubert Harris, VSU Chief Information Officer  
Mr. Conaway Haskins, Executive Director, Government and External Affairs  
Ms. Joyce Henderson, Executive Director, VSU Real Estate Foundation  
Dr. Andrew J. Kanu, Dean, College of Liberal Arts and Education  
Ms. Sheila McNair, Associate Vice President, Facilities, Finance and Audit  
Dr. Nicolle Parsons-Pollard, Associate Professor, Sociology, Social Work and Criminal Justice  
Ms. Jennifer Schreck, Project Manager, Auditor of Public Accounts  
Dr. Zoe Spencer, Professor, Sociology, Social Work, and Criminal Justice  
Mr. Jahliel Thurman, SGA Vice President of Administration and Finance  
Dr. Robert L. Turner, Executive Director, VSU Foundation  
Dr. Isis Walton, Associate Professor, Sociology, Social Work and Criminal Justice  
Ms. Anita Wynn, Planned Gift Officer, Institutional Advancement

**CLOSED SESSION**

In accordance with § 2.2-3711(A)(1) of the *Code of Virginia*, the Board convened in closed session at 8:40 a.m. for discussion of a personnel matter. The motion provided that President Miller, Attorney Roberts and Ms. Degen attend the closed meeting as their presence was deemed necessary to aid the Board in its deliberations.

The Board reconvened in open session at 8:50 a.m. in accordance with § 2.2-3712(D) of the *Code of Virginia*. Ms. Steverson conducted the poll in which all board members certified that the Board only discussed personnel matters as authorized by law. All board members present certified compliance with the Freedom of Information Act.

Mr. Starkey presented and moved for approval the matter relating to the reinstatement of Mr. Brandon Randleman to his position as the Student Representative to the Board, as discussed in closed session. The motion was seconded by Mr. Anas and carried by roll call voice vote.

### **REPORT OF AUDITOR OF PUBLIC ACCOUNTS**

President Miller introduced Ms. Jennifer Schreck, Project Manager, Auditor of Public Accounts. Ms. Schreck conducted a brief exit conference in which the University received an unqualified audit opinion. There was one identified Title III investment compliance issue, which the University has taken action on upon the auditor's recommendation. Ms. Schreck thanked management staff for their helpfulness and a pleasant audit experience over the years. She advised the Board that there will be a change in APA's audit leadership and this will be her last Virginia State University (VSU) audit. The Rector thanked her for her service to the Commonwealth and to Virginia State University.

The Rector recessed the meeting of the full Board at 9:04 a.m. to allow for concurrent committee meetings.

### **AFTERNOON SESSION**

Following committee sessions, Rector Busser, reconvened the meeting of the full Board in Room A of the Gateway Dining Event Center at 2:40 p.m. The reports of matters considered by the committees are set forth below.

### **PRESIDENT'S REMARKS**

President Miller highlighted the following matters for the Board: the State Council of Higher Education for Virginia (SCHEV) goals and VSU's priorities as they relate to the SCHEV goals; matters pertaining to access to and the affordability of a VSU education; information concerning academic standards and course offerings; student progress and success; articulation agreements and dual enrollment arrangements with secondary schools; economic development activities; enhancing K-12; the University's six-year plan actions; the University's administrative structure; enrollment trends and possible declines and necessary budget adjustments; and the Joint Legislative Audit and Review Commission (JLARC) study.

### **Resource and Governance Committee**

Mr. Harry Black, Chair of the **Resource and Governance Committee**, discussed the President's evaluation process and its timing. On behalf of the committee, Mr. Black moved that the 360 evaluation model used for the 2012 presidential evaluation period be followed for the 2013 evaluation period. The motion carried by roll call voice vote. (*Committee members present were: Black, Anas, Carnam, Starkey, Reid (monitored), Hunter, Randall.*)

Mr. Black discussed conducting a board self-assessment with a baseline period set to be completed by the end of the summer of 2013. In subsequent years the self-assessment exercise would be completed by the last scheduled board meeting of the year. The committee looks to share assessment tools with the full board and go into a self-assessment exercise to be completed no later than August 2013. On behalf of the committee, Mr. Black moved that the Board adopt an annual self-assessment process. The motion carried by roll call voice vote.

### **Institutional Advancement**

Mr. James H. Starkey, III, Chair of the **Institutional Advancement Committee**, began by welcoming the new Interim Associate Vice President for Institutional Advancement, Ms. Adrienne Whitaker. Mr. Starkey highlighted: the Strategic Plan update, the Chesterfield Avenue Project, VSU and the VSU Foundation's endowment performances and other endowment options, and actions to be taken in response to the Title III audit compliance issue, relating to the investment of federal Title III in real estate pools, trusts, funds or the like by Spider Management, which handles the investment of VSU's endowment and other funds. (*Committee members present were: Starkey, Anas, Reid (monitored), Bosher, Denton, Hunter.*)

### **Academic and Student Affairs**

Ms. Barbara Steverson, Chair of the **Academic and Student Affairs Committee**, presented and on behalf of the committee moved for approval revisions to the promotion and tenure and financial exigency sections of the Faculty Handbook. The motion called for the removal of all references to Board involvement with faculty promotion and tenure reviews, grievances or appeals; negative decisions on such matters by the president shall now be final; and promotion and tenure cannot be earned *de facto* because an affirmative act of the Board is required before either shall be granted. Regarding the Handbook's provision relating to "Financial Exigency," the motion removed all references to the procedures for resolving such exigency, leaving in the final sentence of the third paragraph which now reads: **"The Board of Visitors reserves the right to determine fair and appropriate procedures and policies designed to respond to any financial exigency."** Mr. Murphy offered a friendly amendment to remove language relating to the Board's discretion, in awarding promotion and tenure, such that the sentence in Section 2.6 of the Faculty Handbook would read: **"The Board decides whether to award the candidate promotion or tenure, and its decision is final."** The motion carried by roll call voice vote. (*Committee members present were: Steverson, Busser, Green, Murphy, Bosher, Denton, Omojokun.*)

Additionally, Ms. Steverson moved that a standardized faculty evaluation process and a reporting process on the quality and timeliness of faculty evaluations be developed. This is a much needed and extremely important matter that is long overdue. The motion carried by roll call voice vote.

**Facilities, Finance and Audit Committee**

On behalf of the committee, Mr. E. Ray Murphy, Chair of the **Facilities, Finance and Audit Committee**, presented and moved for approval the Audit Committee Charter with the understanding that minor adjustments may be needed to accommodate anticipated bylaw revisions. The motion carried by roll call voice vote. (*Committee members present were: Murphy, Black, Busser, Carnam, Green, Steverson, Randall.*)

On behalf of the committee, Mr. Murphy presented and moved for approval the Internal Audit Charter. The motion carried by roll call voice vote.

On behalf of the committee, Mr. Murphy presented and moved for approval the filling of the vacant internal audit position. The motion carried by roll call voice vote.

Mr. Murphy highlighted the University Risk Mitigation Plan, and internal controls and compliance were found to be very adequate. The landscape risks and the reports indicated that tremendous improvements have been made by the University.

Mr. Murphy provided an update on the enrollment process and enrollment projections. On behalf of the committee, Mr. Murphy moved that the Board receive a weekly enrollment report. The motion carried by roll call voice vote.

**CLOSED SESSION**

In accordance with §§ 2.2-3711(A)(1) and (7) of the *Code of Virginia*, the Board convened in closed session at 2:08 p.m. to discuss personnel matters and for consultation with legal counsel. The motion provided that President Miller, Attorney Roberts, and Ms. Degen attend the closed meeting as their presence was deemed necessary to aid the Board in its deliberations.

The Board reconvened in open session at 3:11 p.m. in accordance with § 2.2-3712(D) of the *Code of Virginia*. Ms. Steverson conducted the poll in which all Board members certified that the Board only discussed personnel matters and consulted with legal counsel as authorized by law. All Board members present certified compliance with the Freedom of Information Act.

Mr. Black presented and moved for approval the personnel matter relating to the President's salary increase as authorized by the General Assembly. The motion was seconded by Mr. Starkey and carried by roll call voice vote.

Mr. Randall moved for adoption, the Virginia State University Board of Visitor's Statement of Governance, which will be included in the Board's bylaws, and placed on the VSU website. The motion was seconded by Mr. Murphy and carried by roll call voice vote.

Mr. Randall moved for adoption, the Virginia State University Board of Visitor's Freedom of Information Rights and Responsibilities statement that will be referenced in the Board's bylaws. The motion was seconded by Mr. Starkey and carried by roll call voice vote.

Mr. Green moved for adoption, the Virginia State University Board of Visitor's Code of Ethics which will be referenced in the Board's bylaws. The motion was seconded by Mr. Randall and carried by roll call voice vote. The newly adopted Virginia State University Code of Ethics will supersede the current university policy 1700 titled Code of Ethics Policy.

Mr. Green moved for adoption extensive revisions to the Board's bylaws as presented drafted by Rector Busser and legal counsel Roberts. Four friendly amendments included: 1) inclusion of updated language regarding the Board, at its discretion each year, seating non-voting faculty and student representatives of the Board's choosing; 2) if proposed bylaw revisions create a significant execution impact such actions will be brought back to the Board by the President; 3) Committee Chairs are appointed through a conversation between the Rector, the President and the Executive Committee; and 4) the Board has the authority to establish and bestow upon past Virginia State University Board members emeriti status. The motion was seconded by Mr. Anas and carried by roll call voice vote.

### **APPROVAL OF MINUTES**

Rector Busser called for approval the minutes of the Board meetings held April 18-19, 2013, and the Executive Committee meeting held May 6, 2013. A motion for their approval was made by Mr. Anas, seconded by Mr. Randall and the minutes were approved by voice vote.

### **MISCELLANEOUS**

Rector Busser called for approval, the 2013-2014 Virginia State University Board of Visitors' meeting schedule. The motion for approval was made by Mr. Anas, seconded by Mr. Randall and the meeting schedule was approved by voice vote.

Mr. Black presented and moved for approval the Resolution of Exemplary Service Demonstrated by Ms. Katherine E. Busser. The motion was seconded by Ms. Steverson and carried by voice vote.

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MINUTES  
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There being no further business, the Rector adjourned the meeting of the Board at 3:56 p.m.

Harry Black  
Harry Black, Rector

Daphne Maxwell Reid  
Daphne Maxwell Reid, Secretary

9/20/13  
Date

9-20-13  
Date

VIRGINIA STATE UNIVERSITY  
Virginia State University, Virginia

Resolution of  
The Board of Visitors of  
Virginia State University  
Audit Committee Charter  
Approved April 13, 2007  
Reaffirmation and Approval June 14, 2013

**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

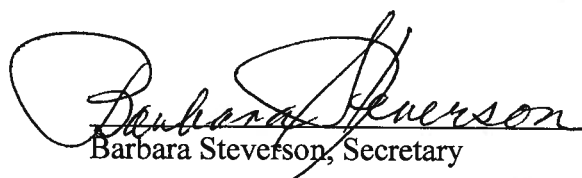
**WHEREAS**, the Audit Committee Charter prescribes the purpose, authority, composition, meeting schedule, responsibilities, independent oversight of internal audit, relationship with external auditors, review of the effectiveness of compliance monitoring by management, reporting and other responsibilities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

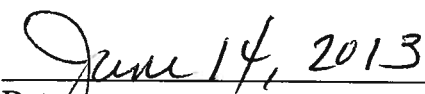
**WHEREAS**, the Board of Visitors has reviewed the Audit Committee Charter; and

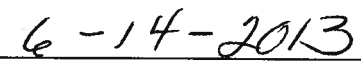
**NOW THEREFORE BE IT RESOLVED THAT** the Board of Visitors of Virginia State University reaffirms and approves the Audit Committee Charter.

**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.

  
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Katherine Busser, Rector

  
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Barbara Steverson, Secretary

  
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Date

  
\_\_\_\_\_  
Date



VIRGINIA STATE UNIVERSITY  
Virginia State University, Virginia

Resolution of  
The Board of Visitors of  
Virginia State University  
To Reaffirm and Approve  
The Internal Audit Charter  
June 14, 2013

**WHEREAS**, the Facilities, Finance and Audit Committee, a committee 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

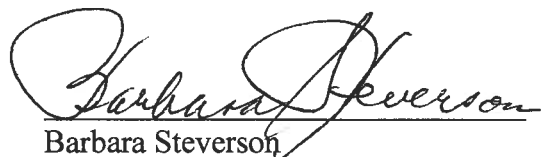
**WHEREAS**, the Committee's Charter prescribes the independent oversight of internal audit and the annual review and approval of the Internal Audit Department Charter, and

**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.

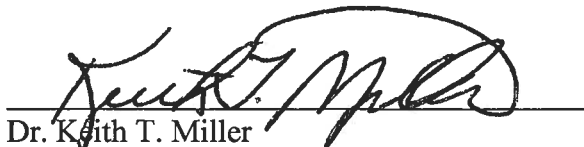
**THEREFORE BE IT FINALLY RESOLVED THAT** the Facilities, Finance, and Audit Committee of the Board of Visitors of Virginia State University, the Board of Visitors, and the President reaffirm and approve the Internal Audit Department Charter.



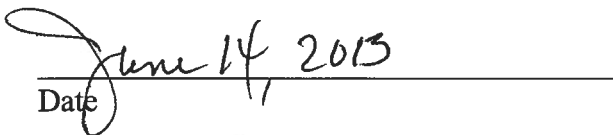
Katherine Busser  
Rector



Barbara Steverson  
Secretary



Dr. Keith T. Miller  
President

  
Date