Introduction. As the Board of Visitors of Norfolk State University, we are earnestly committed to exemplary governance. Toward that end, we have established some basic norms and mutual expectations that we regard as preferable, appropriate, and conducive to effective governance. In doing so, we seek to avoid two equally unattractive extremes.

On the one hand, we do not want to rigidly codify Board behavior and straitjacket Visitors’ discretion. On the other hand, we cannot effectively govern without any guidelines; and we do not agree that whatever a Visitor chooses to do constitutes good governance.

We believe this document strikes a proper balance. Individually and collectively we pledge, without any exceptions or exemptions, compliance with the letter and spirit of this Statement.

We should be clear about the end result we seek: an engaged and effective Board of Visitors that adds even greater value to Norfolk State University. We believe we can achieve this aim through a Board culture characterized by diligence, mutual respect, shared expectations, and performance accountability. That is why we have chosen to adopt this Statement.

Commitment. Members of the Board of Visitors ("Board Members" or "Visitors") have one overriding responsibility: to serve the best interests of the University so that the University, in turn, can serve the best interests of the Commonwealth of Virginia. The Board’s fiduciary duty requires paramount loyalty to the University as a whole—not to any particular parts, not to any personal interests, not to any political agendas.

At the heart of the Board’s fiduciary responsibilities is a commitment to fulfilling the stated purposes of the University and doing so in balance with the broader public interest.

The Board of Visitors strives to function as a cohesive corporate entity. We govern collectively not individually or as subgroups. The voices and votes of Board members count equally. No Visitor, including the Rector, is or should be a free agent.
**Attendance.** Visitors should attend all Board meetings and, as assigned, all meetings of BOV committees and University-related foundations. When a Visitor cannot attend, the individual should provide the Rector and Chairs of relevant committees with a written explanation for the absence. In the event that a Visitor fails to faithfully attend Board and committee meetings, the matter shall be referred to the **Executive Committee.**

**Preparation.** Visitors must prepare diligently and be sufficiently familiar with Board and committee materials in order to engage in considered conversation. We pledge to do so. Specifically, as Visitors, we must:

- Carefully read and review all relevant materials.
- Thoughtfully prepare for all BOV and committee meetings.
- Expend the time and effort to understand the issues at hand.
- Participate in programs to educate and update Visitors.
- Accept and complete assignments from the Rector or the Chair or Vice Chair of a committee on which the Visitor serves as a member.

**Information.** We expect the leaders of the University to present timely, relevant information. Committee chairs and Board officers may request information necessary to discharge the BOV’s responsibilities. Such requests should always be respectful of lines of authority and demands on administrators’ time.

Requests by individual Visitors for institutional data should be rare. On occasions when a Visitor does want additional information the request should be channeled through the relevant committee chair, the Rector, or the President as appropriate. Visitors should not contact staff independently. We adopt this procedure not to deny access to information or to create bottlenecks, but rather to respect lines of organizational authority and the demands on management’s time.

**Comportment.** The Board of Visitors has specific expectations about Board Member behavior. Every Visitor may expect from and must accord civility and respect to every other Board member as well as all members of the University community. This includes:

- Extending good will to one another.
- Listening attentively and taking seriously the comments of all Visitors.
- Remaining open to alternative points of view.
- Encouraging healthy debate, and seeking no reprisals for dissent.
- Refraining from disparaging fellow Visitors or impugning their motives.
- Avoiding “multi-tasking” or extended absences during meetings.
Confidentiality. Visitors have an inviolable responsibility to maintain confidentiality without exception. Any information, written or oral, whatever the source, that the Board receives or discusses in confidence shall remain in confidence. To ensure candor and trust, Visitors must not, at any time or for any reasons, disclose points of view privately or confidentially expressed by Board members. Disclosure of confidential information to any person for any reason violates the public trust placed in the Board collectively and the trust Visitors extend to each other.

Discussion and Dissent. We value and encourage deliberations marked by pertinent questions, constructive dissent, and candid concerns—always in partnership with the President. When a Visitor substantially disagrees with management’s proposal or plans to recommend a notably different course of action, the Visitor should provide as much advance notice as possible to the Rector, the relevant committee chair, the President, or senior officer as appropriate.

After robust discussion of an issue, we strive to reach a consensus on the merits. In the end, each Visitor should vote his or her conscience, confident that minority views will be respected. Once decisions are reached, however, Visitors must publicly support, or at the very least not openly oppose, the Board’s action as a strong, visible consensus facilitates successful execution of policy and strategy.

Partnership with the President. The Board recognizes the President as the University’s Chief Executive Officer. In general, the Board delegates management of the University to the President and, by extension, to Senior Staff, and holds the President accountable for the institution’s performance, progress, and reputation.

The President reports to and serves at the pleasure of the Board, not individual Visitors. Performance-related concerns about the President should be conveyed to the Rector.

Publicly, Visitors should be supportive and respectful of the President. In executive sessions, Visitors should be candid and, as warranted, constructively critical while maintaining civility.

The Board of Visitors has a performance review process for the President. All Visitors should seek to develop a comfortable working relationship with the President, but none should ever usurp the role of the Board to review the President’s performance or to ensure a particular outcome to a matter under consideration.
Board members and the President are encouraged to have one-on-one conversations with one another to share information, insights, concerns, and advice. However, Visitors must not explicitly or implicitly direct the President to reach a particular conclusion or take a particular course of action. Suggestions and observations from Board members are always welcome; directives are never appropriate.

**Relationships with Internal Constituencies.** With faculty, students, and staff, Visitors should be neither distant nor entwined in daily operations. The Board sets and oversees mission, policy, and strategy; we do not manage the University. We do not individually instruct employees.

Mindful of that critical distinction, we encourage Visitors to interact with the University community, always careful not to speak on behalf of the Board, prescribe or direct a course of action, elicit personnel evaluations, or seek personal favors.

Board members should be open and receptive to two-way communication but also be very judicious about any representations on the Board’s behalf.

These guidelines do not preclude personal connections between Visitors and members of the University community, but these relationships should be distinctly outside the duties and scope of trusteeship.

**Relationship with External Constituencies.** The Board must speak publicly as a single entity through the Rector or the Rector’s designee. No Visitor or sub-group should attempt to speak on behalf of the Board or the University unless specifically authorized to do so by the Rector. Even expressly personal opinions by Visitors are often construed as representative of the entire Board or as signs of deep divides within the Board.

When asked by the press, media, public officials, or citizens at-large to speak on behalf of the Board or the University or to publicly assess Board decisions, whether past, present, or imminent, Visitors should always demur unless specifically authorized by the Rector to be a spokesperson. Visitors must not, without the prior consent of the Rector, initiate communication with elected or appointed public officials at the local, state, or federal level, on matters related to the University.

**Conflicts of Interest.** Financial conflicts of interest are governed by the Virginia State and Local Government Conflicts of Interest Act. This Act sets forth the legal requirements and restrictions concerning financial conflicts, and provides civil and criminal penalties for violation. All Visitors must be familiar with the Act; must undergo training regarding the Act as required by law; and must at all times...
comply with this Act, in both letter and spirit. Visitors pledge to avoid even the appearance of financial conflict of interest with the University.

**Compliance.** We are accountable to one another to honor the standards, practices, and norms described in this document. Therefore, we charge the Executive Committee to monitor compliance by the Board as a whole and by individual Board members. Concerns about the comportment of a fellow Board member should be directed to the Chair of the Executive Committee or to the Rector. If the Executive Committee determines that there has been substantial noncompliance, the Committee will meet with the Visitor in question to discuss corrective action and reiterate the importance of adherence to these expectations to which each member has agreed. Should noncompliance persist, the Executive Committee may recommend that the Rector refer the matter to the full Board of Visitors to meet with the individual under review to resolve matters and, as deemed appropriate, to impose specific actions as may be permitted by law.

Dr. Byron L. Cherry, Sr., Rector

The Honorable James W. Dyke, Jr.

Bryan D. Cuffee, Vice Rector

B. Keith Fulton

Elwood B. Boone, III, Secretary

Larry A. Griffith

Dr. Ann A. Adams

Michael J. Helpinstill

Corynne S. Arnett

Devon M. Henry

Kenneth W. Crowder

Joan G. Wilmer

Dr. Deborah M. DiCroce