

**BOARD OF VISITORS  
GOVERNANCE COMMITTEE MEETING  
ELECTRONIC MEETING**

March 18, 2021

**MINUTES**

**1. Call to Order**

Mr. Blake, Chair, called the Governance Committee meeting to order at approximately 3:00 p.m. A quorum was established. Listed below are the individuals that joined the webinar meeting.

Participants – Committee Members

Mr. Dwayne B. Blake, Chair

Dr. Terri L. Best

Ms. Mary L. Blunt

Bishop Kim W. Brown

The Honorable James W. Dyke, Jr.

Non-Participant – Absent Committee Member

Dr. Harold L. Watkins, II

Participants – NSU Administrators and Staff

Dr. Javaune Adams-Gaston, President

Mr. Ericke S. Cage, Executive Advisor to the President and Board of Visitors for Policy, Compliance and University Ombudsman

Mrs. April T. Allbritton, Office Manager/Board Liaison

Mr. Rasool A. Shabazz, Project Engineer, Office of Information Technology

Participant – Counsel

Ms. Pamela F. Boston, University Counsel and Senior Assistant Attorney General

Observers – NSU Administrators and Staff

Mr. Ronald Forehand, Legal Assistant

Ms. Tanya S. White, Special Assistant to the President

Observers – NSU Faculty

Ms. Simona A. Black, Assistant Professor, Nursing and Allied Health

Dr. Lamiaa S. Youssef, Special Assistant to the Provost

**2. Discussion Items**

**Draft Governance Committee Charter** – A draft Charter was introduced consistent with both the Board's Bylaws and the Committee's overarching responsibilities. Approval of the Charter was tabled until after final action is taken on the Board's Standard Operating Procedures (SOP).

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**Board Skills and Experience Matrix** – An updated document was presented that included feedback from the recent Board appointee Dr. Best. The Board’s key strengths include “Belief in the Mission, Prior Board Experience, Organizational Change Management, Strategic Planning and Community Partnerships.” Recruitment priorities include candidates with experience in financial management, human resources management and information technology.

**Board Member Compliance** – In furtherance of the Committee’s charge to monitor Board member compliance with mandates, the following information was provided:

- Annual Financial Disclosure – 100% compliance.
- NSU Code of Ethics and Mutual Expectations – 100% compliance.
- Conflict of Interest Training – One (1) member requires training.
- SCHEV Board of Visitors Orientation/Training – As the result of a new training requirement that became effective July 1, 2020, eleven (11) members of the Board will need to participate in the SCHEV training by year end.

**Assessment of BOV Member Performance** – The Committee began discussions around what an individual assessment and that of the Rector would look like. The consensus was that whatever approach is ultimately adopted should be both objective and applied uniformly. Staff is in discussions with the Association of Governing Boards (AGB) to further understand best practices in this area. Currently, Virginia public institutions do not conduct individual Board member assessments (via a poll to Board professionals).

**Board Bylaws: Conflict Regarding the Nominating Committee** – The Committee agreed that the Bylaws should be amended to eliminate the Nominating Committee. Responsibility for developing a slate of candidates for officer positions should rest with the Governance Committee. The Board will introduce a resolution to this affect at the March 19, 2021 meeting, and the Chair will announce that Board members interested in running for office should share their interest with a member of the Governance Committee as soon as possible. The Governance Committee will meet before April 16, 2021 to ensure that the slate of officers is in the meeting package for the annual meeting of the Board scheduled for April 30, 2021. Committee members should expect to respond to a meeting poll next week.

**Ad Hoc Board Policies Committee** – It was determined that the oversight of Board policies is under the auspices of the Governance Committee per the Board Bylaws. This Ad Hoc Committee is scheduled to meet today to conclude its work on the triennial review of policies and one new policy. The Committee will cease to operate (discontinued) once this work is complete.

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**House Bill 2120, Promoting Transparency in Higher Education Governing Boards –**

This legislation is intended to increase transparency in higher education governance. The bill includes items such as posting Board member names, the appointing governor, meeting materials to the website; providing public access to meetings via virtual means; and sharing an email address so that the public can contact members. Compliance with the bill is minimal as the university adheres to many of these guidelines. Staff will ensure the Board's full compliance with the mandate if signed into law effective July 1, 2021.

The Committee mentioned the possibility of establishing NSU email addresses for members of the Board.

**3. Public Comment** – There was no public comment.

**4. Adjournment**

There being no further business, the meeting was adjourned at approximately 3:44 p.m.

Respectfully submitted,

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April T. Allbritton, Board Liaison

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Dwayne B. Blake, Chair  
Governance Committee