

**BOARD OF VISITORS
BOARD MEETING
ELECTRONIC MEETING**

March 19, 2021

MINUTES

1. Call to Order

Ms. Wilmer, Rector, called the NSU Board of Visitors meeting to order at approximately 9:05 a.m. A quorum was established with a 10-0 Roll Call vote. Below is a list of individuals that joined the webinar.

Participants – Board Members

Ms. Joan G. Wilmer, Rector
Dr. Deborah M. DiCroce, Vice Rector
Mr. Devon M. Henry, Secretary
Dr. Terri L. Best
Mr. Dwayne B. Blake
Ms. Mary L. Blunt
Bishop Kim W. Brown
The Honorable James W. Dyke, Jr.
Mr. BK Fulton
Mr. Larry A. Griffith

Non Participants – Absent Board Members

Mr. Michael J. Helpinstill
Dr. Tamara A. Jones
Dr. Harold “Harry” L. Watkins, II

Participant – Faculty Representative to the Board

Dr. Ashley N. Haines, Faculty Senate President and Associate Professor, Biology

Non Participant – Absent Student Representative to the Board

Mr. Jeremiah O’Bryant

Participants – Counsel

Ms. Pamela F. Boston, University Counsel and Senior Assistant Attorney General
Ms. Deborah A Love, Senior Assistant Attorney General/ Chief, Office of the Attorney General (*for Closed Meeting only*)

Participant – Presenter

Mr. J. Michael Reinholtz, Audit Director, APA

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Participants – NSU Administrators and Staff

Dr. Javaune Adams-Gaston, President

Dr. Justin L. Moses, Vice President for Operations and Chief Strategist for Institutional Effectiveness

Dr. DoVeanna Fulton, Provost/Vice President for Academic Affairs

Mr. Gerald E. Hunter, Vice President, Finance and Administration

Dr. Leonard E. Brown, Vice President, Student Affairs

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

Ms. Melody Webb, Athletics Director

Ms. Derika L. Burgess, Interim Chief Audit Executive

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

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

Observers – NSU Administrators and Staff

Dr. Andrew Carrington, Assistant Vice President, Finance & Administration

Ms. Tomaya C. Clark, Senior Budget Analyst

Mr. Ronald Forehand, Legal Assistant

Ms. Karla Amaya Gordon, Assistant VP, Finance and Administration/University Controller

Mr. Dennis Jones, Executive Director, Planning and Budget

Mr. Richard A. Law, University Architect

Mr. Tracy E. Peele, Senior Budget Analyst

Mr. Robert Turner, Legislative Liaison

Mr. Terry Woodhouse, Director, Capital Planning and Improvements

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

Observers – NSU Faculty

Dr. Bertha Escoffery, Adjunct Professor, Professor Emerita

Dr. Rasha Morsi, Professor, Computer Science

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

2. **President's Remarks** – The Men's Basketball Team is competing in the NCAA Championships. The Athletics Director and the Coach are commended for their work. This achievement brings much visibility and demonstrates excellence through our student-athletes.

Rector's Remarks – The Board will look to the future with a broader lens and provide governance and support to the university that will help build on its strategy for sound programs, academic excellence, and financial resources.

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3. Audit of Public Accounts Entrance Conference – Comments from Mr. Reinholtz included:

- The APA is currently engaged in the FY20 financial audit for the year ending June 30, 2020. Work started in January 2021 and is being done remotely. The process has been smooth. Supporting documentation has been provided electronically, and staff have been available for phone and video calls.
- The objectives of the audit are the same every year, primarily focused on the financial statements and making sure the statements are materially correct. This includes a review of cash and investments, debt management, capital assets or fixed assets, operating expenses, payroll, accounts payable, and revenue which touches on tuition and fees, auxiliaries, revenue for grants and contracts, and federal funding.
- The IT environment is critical to the financial statements. A separate auditor and specialist will focus on the information systems controls at the university.
- APA will follow up on five recommendations from last year.
- The only change in the process this year is related to the review of the Education Stabilization Fund (Federal funds the university received related to COVID relief).
- An opinion on the financial statements will be provided. If there are any recommendations or findings, those will be included in the APA's Report on Internal Controls.

The goal is to have the audit completed with the results being provided to the Board at its next meeting in April. The final report is expected to be issued the first week in May.

Mr. Reinholtz stated that the General Assembly makes the final recommendation on the Level II authority. Material weaknesses can affect the determination. NSU has not had any material weaknesses in his years working with the university's audit. The Board may contact him at any time with questions.

Bishop Brown suggested Board members refer questions through the Rector to Mr. Reinholtz.

4. State of the University

- The President spoke on the university's team efforts to be innovative and applauded Board members, who have been instrumental in connecting NSU to partnerships and other opportunities that are transformational for the university.

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- Mr. Cage moderated a session with the Provost and Vice Presidents that provided insight on student success and scholarship, organization excellence, fundraising and endowment growth, external engagement and partnerships, shared governance, and professional development. The Provost and Vice Presidents highlighted successes and initiatives currently underway.
- The COVID dashboard was presented. In comparison to other universities, NSU fared well.

Action Item:

Share the SCHEV's COVID dashboard link with the Board.

Recommendation – Look at a module that supports the population of students, who have only learned virtually.

5. **Audit, Risk and Compliance Committee Report** – The Committee's discussion items included action plan updates for Sponsored Programs, Information Security and Financial Aid. The Financial Aid update included a report from the Executive Director of the NSU Foundation. Interviews for the Chief Audit Executive and the Chief Compliance Officer were conducted. Human Resources will present the recommended candidates during the Closed Meeting.

Bishop Brown reported that Counsel advised that Committee actions taken by voice vote yesterday will need to be ratified by Roll Call vote at the next meeting of the Committee.

6. **Strategic Finance Committee Report** – The budget is in a favorable position; however, there was a loss in revenue for Residential Life and Housing as anticipated. The university has done well in engaging the General Assembly and other partners. Funding is being provided for the construction of a new science building. All signs indicate the university is on track for reaching Level II by 2022. IT is elevating the infrastructure as needed, and Human Resources developed a business partner model for units within the university. Alexander Haas is the firm for NSU's Capital Campaign. A campaign figure will be established soon based on metrics.

Update on the MacKenzie Scott Gift – Approximately \$35M will be invested in endowments with \$5M reserved for strategic initiatives. The annual interest on the \$35M will generate approximately \$1.4M, which will be used to support \$600,000 for student scholarships, \$400,000 for research, and \$400,000 for special programmatic activity.

There should be some alignment and oversight to ensure that the Board has provided guidance on the gift. Additional discussion on the gift to be held in the Closed Meeting.

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Mr. Griffith stated that the next tranche from the CARES Act will be extremely positive for NSU and likely triple the initial amount.

- 7. Academic and Student Affairs Committee Report** – A tremendous amount of work was performed to revise the Teaching Faculty Handbook. Areas of revision include the department chair appointment process, promotion, tenure, academic freedom, annual review processes, faculty grievance, and formatting. The Committee received additional information on the academic program portfolio, signature programs, and a comparison snapshot of the 2020 versus 2021 enrollment.

The Committee put forth the following two action items for Board approval:

Mr. Dyke motioned, seconded by Mr. Henry, and with a 10-0 Roll Call vote, the Board approved the Academic and Student Affairs Committee Charter.

Ms. Blunt motioned, seconded by Mr. Griffith, and with a 10-0 Roll Call vote, the Board approved the Revisions to Teaching Faculty Handbook.

- 8. Governance Report** – The Committee deferred the approval of its charter until after the approval of the Board's Standard Operating Procedures (SOP). A Board resolution is being introduced to remove the "slate of officers" duplication in the Bylaws, and the Ad-Hoc Board Policies Committee is dissolved effective yesterday at the end of that meeting. The slate of officers and policy responsibilities fall under the auspices of the Governance Committee.

The Board's Skills Matrix was updated to reflect the information of the Board's newest member. The Board is 100% compliant with financial disclosures and its Code of Ethics. Twelve of thirteen members have completed the required Conflict of Interest Training, and to comply with the new SCHEV Board of Visitors Training requirement, eleven members of the Board will require training by year-end.

House Bill 2120 includes mandates on transparency for higher education governing boards. Staff will comply with minimal impact expected.

Action Item – Any member interested in serving in an officer role should communicate their desire to a member of the Governance Committee as soon as possible.

- 9. Ad-Hoc Board Policies Committee Report** – Policy review was conducted by Counsel with input from Ms. Boston, Mr. Forehand, and Ms. Love. Changes included adding an Education and Compliance section to each policy, updating responsibility areas based on structural changes at the university, and updating Code requirements. There was a slight

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change in the Presidential Evaluation policy to add language to make clear the evaluation period of the preceding academic year. The Title IX policy requires a special motion that has been drafted by counsel.

There was a brief discussion on the gift policy, which is new and required by the Code of Virginia in response to a situation that occurred at one of Virginia's public universities. This gift policy does not affect restricted gifts around scholarships.

Mr. Dyke motioned, seconded by Mr. Blake, and with a 10-0 Roll Call vote, the Board first approved the proposed new Policy #5, Title IX Policy, to replace the current Title IX Policy in its entirety, to include replacing Policy #5, #5.01, #5.02, #5.03, and the Title IX Handbook; provided, however, that the new Policy #5, both substantively and procedurally, shall apply prospectively only, that is, to incidents occurring on or after the date of this approval; and

Second, that the current provisions of Policy #5, #5.01, #5.02, #5.03, and the Title IX Handbook shall continue to apply substantively and procedurally to incidents when both the incident occurred before the date of this approval and a complaint was filed before the date of this approval; and

Third, in the instance of incidents occurring before the date of this approval with a complaint filed after the date of this approval, the substantive provisions of Policy #5, #5.01, #5.02, #5.03, and the Title IX Handbook shall apply, and the procedural procedures of new Policy #5 shall apply.

Mr. Dyke motioned, seconded by Mr. Blake, and with a 10-0 Roll Call vote, the Board approved the thirty-eight (38) policies with revisions as noted and presented. This includes the new policy number #39 on gifts that was included as part of the triennial review.

10. Consent Agenda

Dr. DiCrocce motioned, seconded by Bishop Brown and with a 10-0 Roll Call vote, the Board approved the following meeting minutes:

- December 11, 2020 Board Meeting Minutes
- December 22, 2020 Board Meeting Minutes
- January 28, 2021 Board Meeting Minutes

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11. Closed Meeting

Mr. Blake motioned, seconded by Mr. Griffith, the Board with a 10-0 Roll Call vote moved to adjourn and reconvene in Closed Meeting Section 2.2-3711(A) 1, 4, 7 and 8 of the Code of Virginia, for the following purposes, pursuant to the noted subsections: (1) and (4) to discuss personnel matters, including more specifically, discussion of assignment, appointment, promotion, salaries, performance evaluations as well as the promotion of specific individuals and certain university employees; and to discuss or evaluate performance of departments of the University that necessarily involve discussion regarding performance of individual employees, more specifically related to reports, investigative notes, correspondence and information furnished in confidence and records otherwise exempted, of the university Internal Audit Office and the Office of the State Inspector General; and (7) and (8) consultation with legal counsel pertaining to actual or probable litigation, where such consultation or briefing in open meeting would adversely affect the negotiating or litigating posture of the university, including more specifically for legal counsel to give a status update on pending and potential litigation of which the Board should be made aware; along with any necessary consultation with legal counsel regarding matters noted in this motion; and

Further that the President, the Interim Chief Audit Executive, University Legal Counsel, Senior Assistant Attorney General/Chief, and the Assistant Vice President for Human Resources are invited to the Closed Meeting.

12. Open Meeting

The Board having reconvened in the Open Meeting, took a 9-0 Roll Call vote on certification that (1) only public business matters lawfully exempted from Open Meeting requirements, and (2) only such public business matters as were identified in the motion by which the Closed Meeting was convened were heard, discussed, or considered in the meeting by the Board. Any member of the Board who believes that there was a departure from the requirements as stated above, shall so state prior to the vote, indicating the substance of the departure that in his, or her judgment, has taken place.

13. New Business

The following was resolution read into the record by Mr. Blake.

BOARD RESOLUTION

WHEREAS, the Norfolk State Board of Visitors(“BOV”) amended its Bylaws on October 16, 2020 to provide that the newly-created BOV Governance Committee was tasked with the responsibility of nominating a slate of officers for the Board’s biennial officer election; and

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WHEREAS, the amended BOV Bylaws also provided for a Nominating Committee of the Board to solicit and offer one nominee for each office which would be transmitted to Board members, along with other advance meeting materials, prior to the BOV Annual Meeting; and

WHEREAS, the Nominating Committee's responsibilities would be a duplication of a responsibility and task already assigned to the newly-created BOV Governance Committee.

THEREFORE, it is resolved that the Board of Visitors adopts this Resolution to avoid said duplication:

1. The following sentence in Article III Section 1 of the Bylaws is suspended for the purpose of allowing the Board of Visitors to amend the Bylaws as set forth in paragraph 2 below without thirty days' notice to members of the Board:

“Notice of a proposed amendment of the Bylaws shall be given at least thirty days in advance of the meeting at which it will be considered.”

2. Article I Section 4(B)(1) of the Bylaws, which currently provides as follows:

“Nominating Committee. The Nominating Committee, which makes nominations for officers of the Board, is comprised of not less than four members appointed by the Rector in odd-numbered years at least 10 days before the last regular meeting prior to the Annual Meeting. A meeting of the Committee is then scheduled for the last regular meeting before the Annual Meeting, at which time the Committee selects its Chair. Following this meeting, the Committee solicits input from the Rector and all members of the Board, and the President. The Committee is to offer one nominee for each office. Nominations of the Committee are transmitted to Board members along with other advance meeting materials prior to the Annual Meeting is hereby amended to read as follows:

“Slate of Nominees. The Governance Committee develops a slate of officers to present to the full Board for consideration at the annual meeting of the Board in odd-numbered years. The Committee is to offer one nominee for each office. Nominations of the Committee are transmitted to Board members along with other advance meeting materials prior to the Annual Meeting.”

Mr. Blake moved the approval by the Board of Visitors of the above read Resolution, which provides for the suspension of the 30 days advance meeting notice for amendments to the NSU Board of Visitors Bylaws and amendment to Article I Section 4 (B) (1) of the Bylaws (Nominating Committee) to a “Slate of Nominees” provision. The motion was seconded by Mr. Griffith and approved by the Board with a 9-0 Roll Call vote.

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Ms. Blunt motioned, seconded by Bishop Brown and with a 9-0 Roll Call vote, the Board approved the selection of the recommended candidate for the position of Chief Audit Executive and the Chief Compliance Officer, and that an offer of employment in accordance with the terms and conditions discussed during the Closed Meeting be made to the recommended candidates.

Ms. Blunt motioned, seconded by Bishop Brown and with a 9-0 Roll Call vote, the Board approved the selection of the recommended candidate for the position of Chief Compliance Officer and offer of employment in accordance with the terms and conditions discussed during that Closed Meeting be made to the recommended candidate.

The motion below was amended to include the reference that the maintenance reserve is the source of funding for the work to be done on the University House. The vote was reaffirmed by members of the Board.

Dr. DiCrocce motioned, seconded by Mr. Dyke and with a 9-0 Roll Call vote, the Board approved that effective today, March 19, 2021, in line with the current maintenance and beatification reserve for the Norfolk State University Campus, the NSU Board of Visitors authorizes the expenditure of up to \$100,000 for maintenance and improvement repairs, which are necessary and appropriate to the University House, which houses the NSU President. The oversight of this expenditure will be the responsibility of the NSU Vice President for Finance and Administration, Chief Financial Officer, who would coordinate with and report to the Ad-Hoc or Standing Committee selected by the Rector.

14. Public Comment – No one signed up for public comment.

15. Adjournment

There being no further business, the meeting adjourned at approximately 4:25 p.m.

Respectfully submitted,

April T. Allbritton, Board Liaison

Devon M. Henry, Secretary
Board of Visitors

NORFOLK STATE UNIVERSITY BOARD OF VISITORS
ROLL CALL VOTE MARCH 19, 2021

Item	Dr. Best	Mr. Blake	Ms. Blunt	Bishop Brown	Dr. DiCroce	Mr. Dyke	Mr. Fulton	Mr. Griffith	Mr. Helpinstill	Mr. Henry	Dr. Jones	Dr. Watkins	Ms. Wilmer	Totals
Quorum	Present	Present	Present	Present	Present	Present	Present	Present	Absent	Present	Absent	Absent	Present	10-0
Motion to Approve the Title IX Policies	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Absent	Yes	Absent	Absent	Yes	10-0
Motion to Approve the 38 Board Policies	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Absent	Yes	Absent	Absent	Yes	10-0
Motion to Approve the Academic and Student Affairs Charter	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Absent	Yes	Absent	Absent	Yes	10-0
Motion to Approve the Teaching Faculty Manual	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Absent	Yes	Absent	Absent	Yes	10-0
Motion to Approval the Consent Agenda	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Absent	Yes	Absent	Absent	Yes	10-0
Closed Meeting Motion	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Absent	Yes	Absent	Absent	Yes	10-0
Closed Meeting Certification	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Absent	Absent from Vote	Absent	Absent	Yes	9-0
Motion to Approve the Board Resolution Regarding the Nominating Committee	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Absent	Absent from Vote	Absent	Absent	Yes	9-0
Motion to Approve the Candidates for Chief Audit Executive and Chief Compliance Officer	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Absent	Absent from Vote	Absent	Absent	Yes	9-0
Motion to Approve the offer to of employment to the Chief Compliance Officer	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Absent	Absent from Vote	Absent	Absent	Yes	9-0
Motion to Approve Repairs to the University House	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Absent	Absent from Vote	Absent	Absent	Yes	9-0