

*Times are approximate*

**AGENDA**  
**BOARD OF VISITORS**  
**GOVERNANCE COMMITTEE MEETING**

*Wednesday, March 31, 2021*

*Dwayne B. Blake, Chair*

*10:00 a.m. to 12 Noon*

**Electronic Meeting Participation**

See information on page 2 of the agenda

- I. Call to Order/Establish Quorum
- II. Recommend Approval of the March 18, 2021 Governance Committee Minutes
- III. Discussion Item
  - Candidates for BOV Officer Positions (Rector, Vice Rector and Secretary)
- IV. Action Item
  - Recommend Approval of Slate of Officers for 2021-2023 to the full Board
- V. Public Comment
- VI. **CLOSED MEETING MOTION** – Pursuant to §2.2-3711A. 1, 4, 7 and 8, *Code of VA*
- VII. OPEN MEETING
  - Closed Meeting Certification
  - Actions/Motions
- VIII. Adjournment

**Governance Committee**

*Dwayne B. Blake, Chair*

Dr. Terri L. Best

Mary L. Blunt

Bishop Kim W. Brown

The Honorable James W. Dyke, Jr.

Dr. Harold L. Watkins, II

**Staff:**

*Mr. Ericke S. Cage, Executive Advisor to the President and Board of Visitors*

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*The President participates in all Committee meetings*

**All times are approximate and the Board reserves the right to adjust its schedule as necessary.**

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## NSU BOARD OF VISITORS

### Governance Committee Meeting (*continued*)

Wednesday, March 31, 2021

The Norfolk State University Board of Visitors Governance Committee will meet March 31, 2021. Pursuant to [Executive Amendment 28 to HB29 \(2020\)](#), the Committee will meet by electronic communication means, without a quorum and without any Board member physically assembled at one location.

The meeting will be held in open session via the Zoom Webinar app. The open session of the meeting can be accessed through the app using the following link to register:

March 31, 2021 [https://nsu-edu.zoom.us/webinar/register/WN\\_ILMoDYwXSoeUIGGAeudi1g](https://nsu-edu.zoom.us/webinar/register/WN_ILMoDYwXSoeUIGGAeudi1g)

Registering will allow participants to attend virtually or by phone. Information on public comment is provided on the registration form. Public comment should address only the items listed on the agenda.

If you require assistance with registering, or if there is any interruption in the broadcast of the meeting, please contact ([atallbritton@nsu.edu](mailto:atallbritton@nsu.edu) 757-823-8676).

A recording of the meeting will be posted to the Board of Visitors website following the meeting.

All times are approximate and the Board reserves the right to adjust its schedule as necessary.

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**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, Assistant University Counsel

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).

**BOARD OF VISITORS**

Governance Committee Meeting

March 18, 2021

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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.

**BOARD OF VISITORS**

Governance Committee Meeting

March 18, 2021

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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





**NORFOLK STATE**  
UNIVERSITY

# Governance Committee Meeting

**Board of Visitors Meeting**

**March 31, 2021**

**Mr. Dwayne Blake, MBA**  
Committee Chair


























































**Ericke S. Cage, J.D., LL.M.**  
Committee Professional Staff

**NORFOLK STATE**  
**UNIVERSITY**



# NSU Board of Visitors Skills and Experience Matrix 2020-2021

	Board of Visitors												
	1	2	3	4	5	6	7	8	9	10	11	12	13
Term Expiration Date													
Enter Month Year	Jun-2021	Jun-2022	Jun-2023	Jun-2023	Jun-2022	Jun-2022	Jun-2021	Jun-2024	Jun-2022	Jun-2023	Jun-2024	Jun-2022	Jun-2021
Skills & Experience													
Belief in/Support of Mission	3	3	3	3	3	3	3	3	3	3	3	3	3
Prior Board Experience	3	3	3	3	2	3	3	3	3	3	3	1	3
Financial Management	3	3	2	3	2	3	2	3	3	3	2	1	2
Risk Management/Compliance	3	3	2	3	1	2	3	3	2	3	2	1	3
Higher Education Career Experience	2	1	1	2	1	3	3	2	3	2	1	2	1
Higher Education Policy	3	1	1	3	1	3	3	2	3	1	1	1	1
Fundraising/Capital Campaigns	3	3	2	3	1	3	2	3	2	1	2	3	3
Government Relations	2	2	2	2	2	3	3	1	2	2	1	1	3
Community Partnerships	3	3	2	3	2	3	3	3	3	3	3	1	3
Reputation Management/Public Relations	3	3	2	3	2	2	3	3	3	3	1	1	1
Legal Experience (J.D. or higher)	1	1	1	1	1	1	3	3	1	1	1	1	1
Human Resources Management	3	3	2	3	2	2	2	2	2	3	1	1	2
Information Technology	3	1	1	3	1	2	1	3	2	3	1	2	1
Organizational Change Management	3	2	3	2	2	3	3	3	3	3	2	1	3
Real Property Acquisition/ Capital Projects/Construction	3	2	2	2	1	2	1	2	1	2	3	1	1
Strategic Planning	3	3	3	3	2	3	3	3	3	3	3	1	3
Institutional Knowledge/Alumni	3	2	1	3	1	1	2	2	3	2	3	3	3
CEO/President/Founder Experience	3	1	3	3	1	3	3	3	1	1	3	1	3

	Level of Importance		Current Board Representation		Recruitment Priority	
Skills & Experience						
Belief in/Support of Mission		3		3		3
Prior Board Experience		2		3		2
Financial Management		3		2		3
Risk Management/Compliance		2		2		2
Higher Education Career Experience		2		2		2
Higher Education Policy		2		2		2
Fundraising/Capital Campaigns		2		2		2
Government Relations		2		2		2
Community Partnerships		2		3		2
Reputation Management/Public Relations		2		2		2
Legal Experience (J.D. or higher)		1		1		1
Human Resources Management		2		2		3
Information Technology		2		2		3
Organizational Change Management		2		3		2
Real Property Acquisition/ Capital Projects/Construction		1		2		1
Strategic Planning		2		3		2
Institutional Knowledge/Alumni		2		2		1
CEO/President/Founder Experience		2		2		2
Sponsored Research		1		1		1





**NORFOLK STATE**  
UNIVERSITY

700 Park Avenue | Norfolk VA 23504  
(757) 823-8600



Name	# Terms Served (eg., 1 full term; 1 unexpired term {if the member filled a vacancy})	Expiration of Current Term	Seat Requirements
Joan G. Wilmer <b>Rector</b>	Term 1 11/11/17 – 06/30/21 [filled unexpired term of M. Stith]	06/30/21 Eligible	<b>Alumnus</b>
The Honorable James W. Dyke, Jr.	Term 1 02/07/18 – 06/30/21 [filled unexpired term of R. Powell]	06/30/21 Eligible	N/A
Dr. Harold L. “Harry” Watkins, Jr.	Term 1 01/01/19 – 06/30/21 [filled unexpired term of B. Cherry]	06/30/21 Eligible	<b>Alumnus</b>
Dr. Terri L. Best	Term 1 12/21/20 – 06/30/22 [filled unexpired term of J. Cunningham]	06/30/22 Eligible	N/A
Dwayne B. Blake	Term 1 07/01/18 – 06/30/22	06/30/22 Eligible	N/A
Dr. Deborah M. DiCroce <b>Vice Rector</b>	Term 1 07/01/18 – 06/30/22 Term 2 [filled 2nd unexpired term of L. Bagby] 07/22/15 – 06/30/18 Term 3 [filled 1st unexpired term of H. Light] 09/27/13 – 06/30/15 Term 4 07/01/18 – 06/30/22	06/30/22 Eligible Has not served two consecutive full terms	N/A
Mr. Larry A. Griffith	Term 1 07/01/14 – 06/30/18 Term 2 07/01/18 – 06/30/22	06/30/22 Not Eligible	N/A
<i>Tamara A. Jones (MD) Resigned effective April 10, 2021</i>	Vacancy	06/30/22	<b>Alumnus</b>
Mary L. Blunt	Term 1 07/01/19 – 06/30/23	06/30/23 Eligible	N/A
Bishop Kim W. Brown	Term 1 07/01/19 – 06/30/23	06/30/23 Eligible	<b>Alumnus</b>
Michael J. Helpinstill	Term 1 07/01/15 – 06/30/19 Term 2 07/01/29 – 06/30/23	06/30/23 Not Eligible	N/A
B. Keith Fulton	Term 1 07/01/16 – 06/30/20 Term 2 07/01/20 – 06/30/24	06/30/24 Not Eligible	N/A
Devon M. Henry <b>Secretary</b>	Term 1 07/01/16 – 06/30/20 Term 2 07/01/20 – 06/30/24	06/30/24 Not Eligible	<b>Alumnus</b>



Norfolk State University  
**BOARD OF VISITORS**  
**GOVERNANCE COMMITTEE MEETING**  
**Closed Meeting Motion**  
Wednesday, March 31, 2021

**Motion** – (by Board member)

Madam Chair, I move that we adjourn and reconvene in Closed Meeting pursuant to:

**Section 2.2-3711(A) 1 and 8 of the Code of Virginia**, for the following purposes, pursuant to the noted subsections:

(1)

To discuss personnel matters, including more specifically, discussion of the President's contract; and

**and (8):**

any necessary consultation with legal counsel regarding matters noted in this motion, and further

**Optional:**

**State all that apply:**

**X** that the Education Section Chief and Senior Assistant Attorney General Deborah Love

\_\_\_\_\_ President

are invited to the Closed Meeting,

**Chair:** There has been a motion to go into Closed Meeting for the reasons stated. Is there a second? **Please call the Roll.** Please state whether in favor or opposed. State whether Motion carried.

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(Immediately following Closed Meeting, after going back into Open Meeting)

**Reconvene in Open Meeting**

**Chair:** Having reconvened in Open Meeting, we will now take a 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.

Please call the Roll.