

Transcript Governance Committee Meeting – March 31, 2021

0:03

Norfolk State University Board of Visitors Governance Committee meeting.

0:07

Um, April, could you please call the roll and verify a quorum please?

0:11

Dr. Best.

0:15

Is she here? Yes, she's here. Um, she muted.

0:21

Present. Mr. Blake – Here. Ms. Blunt – Present. Bishop Brown.

0:30

Mr. Dyke – Here. Dr. Watkins – Present. We have quorum. April, um,

0:38

Mr. Fulton is trying to, he doesn't have the link. He's trying to get the link. Um, yeah, Tanya is sending it to him now. Okay, thank you.

0:50

Good morning. Good morning. Good morning, good morning.

0:54

Um, all right. Thank you, April.

0:59

Um, let's see, so the first item on the agenda of the formal agenda is to,

1:04

um, amend the agenda to add a discussion regarding expected board member vacancy, um, and recommendation of a candidate profile for the expected vacancy.

1:17

So, I need a motion to that effect from one of you folks, if you don't mind. So moved.

1:24

Second.

1:26

All right. Very good.

1:28

Any questions?

1:30

All right, hearing none, April roll call vote, please. Dr. Best – For, or

1:37

Yes. Mr. Blake –

1:39

Yes. Ms. Blunt –

1:41

Yes. Bishop Brown.

1:44

Mr. Dyke – Yes. Dr. Watkins –

1:48

Yes.

1:53

Thank you, thank you, thank you. Um, now, moving on to approval of the Governance Committee meeting minutes from March 18th. Um, minutes were included in the meeting materials.

2:09

Um, I will entertain a motion to adopt.

2:11

So moved.

2:14

Second. Second. Very good.

2:16

Moved and seconded. April, please call the roll? Dr. Best -

2:21

Yes. Mr. Blunt.

2:24

I mean Mr. Blake –

2:26

Yes. Ms. Blunt –

2:29

Yes. Bishop Brown.

2:33

Mr. Dyke –

2:34

Yes. Dr. Watkins – Yes.

2:40

Excellent.

2:43

Thank you, April.

2:45

All right. So, the first discussion item for the day is to put on the table, um, names of any Board of Visitors member that's expressed an interest in serving as an officer, an officer.

3:01

Um, let me ask the Committee, have you received any inputs from anyone up to this point in time?

3:09

No. No, no.

3:12

Okay. Um, let's see. I can tell you that I have received some input, and we will be talking about that as we, as we go along here.

3:24

Um, there, there, also is an opportunity for any committee member to advance any names of any Board of Visitors members that has expressed an interest during the, during the discussions today.

3:39

And then, we can talk about, you know, the potential slate and how we move forward with that.

3:46

Um, um, as far as any particular member of the committee that's nominated. If there is any, then we would, um, refer to counsel to help us with that.

3:56

But, given that, you know, this is an open meeting, and all deliberations are open to the public and the like. Since no one else has received any names,

4:08

let me share with you guys the names of the individuals that, um, that are to be considered for the three positions. For the position of Rector, um,

4:18

there's interest expressed by Devon, and um, for the position of Vice Rector, Mary Blunt, and for the position of Secretary Bishop Kim Brown.

4:36

And so, those are the, the three names, Devon Henry, Mary Blunt and Bishop Kim Brown.

4:44

Um, any thoughts, considerations, or discussion on the, on the three names?

4:52

Do you want me off and sign back on?

4:55

I'm sorry.

4:58

Do you want me to sign off and then sign back on?

5:02

Um, no. I don't think that's necessary. Okay. Anything we have to say about you, Mary, we're happy to say in front of you (laughter). I don't think there's any concern there.

5:15

Yes. I think it's, I think it's, I think it's a very good slate right there.

5:20

I don't know if anybody else has any interest in serving. I assume nobody else has approached you, so I'm, I'm comfortable with those three names that we have in front of it.

5:30

Very good, very good. Okay. All right.

5:33

So, given that, those three names are potentially those that would be considered, to be presented to the full Board, as a slate of officers for the 2021 through 2023, period. Um, so, I guess we need a motion to that effect, and then April, we, we will do roll call vote.

5:52

So moved!

5:54

Second. All right. Is any further discussion?

5:59

Hearing none. I have a question.

6:01

Question. Sure. I have a question

6:03

I just want to make sure I understand the process, good. Um, correctly, I'm sorry.

6:07

So, after these names are submitted to the board, the next step in the process are like nominations taken from the next meeting, or how will it work from here, if you don't mind?

6:21

We'll be putting forth this slate to as the committee's recommendation to the full board at that time, and Ericke, correct me if I'm wrong, but my, my, I would believe that there will also be an opportunity for motions from the floor. Correct.

6:36

Yeah.

6:37

Right, and then barring none, then we would proceed with the full board adoption.

6:42

I will have to refer to counsel on that question Mr. Blake.

6:47

Okay. Pam is that your understanding? Well, that is my understanding, of course, and just for Dr. Best's benefit, this is the first time that we function in this way in regards to the nomination process, because the Governance Committee was just formulated recently. So that, but that is the process, and I'm, I'm hearing, hearing, um, the chair say that, that I was assume would be followed. You know, this is the recommended slate. The nominations are opened up from the floor to take any nominations, and um,

7:20

now, you know, we move forward in the normal parliamentary process in, in making a, a selection based on, if you have more than one candidate for

7:31

um, for the position. In the past, each of the candidates expressed their background and their, you know, the reason for why they're interested and then the vote has taken of the body. Okay, thank you.

7:47

Yeah, could, I, could I interrupt for one second.

7:48

I just got a text from BK about getting a link. Evidently, he can't be heard or seen here. I'm in, I'm in now, Jim. I appreciate it. It's just some button. Okay, we're good. Appreciate it. Okay. Hey BK. Hey, good morning. Good morning, everyone. Good morning.

8:03

And could I, could I, I amend my motion by the way, just to say that I move this motion this motion on the condition that Mary continued to use her kangaroo screensaver, as she goes forth (laughter).

8:20

Friendly amendment accepted (laughter).

8:24

I know you really want to see my face, but I was trying not to eat my breakfast in front of you (laughter).

8:33

Very good. All right, now that we have that that amended motion on the table, and probably seconded. April, ask for the roll call.

8:44

Dr. Best – Yes. Mr. Blake – Yes. Ms. Blunt – um, abstain. I can't vote for myself. Why not? Go ahead. Okay, okay. Yes. That's my motto early and often is how you can vote (laughter).

9:08

Bishop Brown is absent. Mr. Dyke –

9:11

Yes, yes. Dr. Watkins – Yes.

9:17

That's it.

9:18

Um, I'm on.

9:20

Oh. BK is on. BK, I don't have you as a member of this Committee.

9:28

You are a guest. Absolutely available to participate. Am I a member or not? I've got, I've got something else I's supposed to be doing (laughter). I'm not on this one.

9:41

Oh, I'm sorry.

9:41

You guys. Of course, as a member of the board you are

9:46

welcome, but she has you down as a guest for this committee. So, you have too. Okay, I'll, I'll vote yes on everything that Jim and Dwayne and Mary and Dr. Best vote. Yes, so bye. Bye. See you. Thanks BK.

10:10

Very good.

10:12

All right. Bishop I, just, I just texted Bishop. He thought we were starting at 11.

10:16

So, I, um, he just, just indicated he's going to be joining here momentarily.

10:22

So, we'll see him here, pop up in a second.

10:25

All right, the next, next item for discussion on the agenda, the modified agenda, I should say, is discussion regarding expected board member vacancy, and recommendation of a candidate profile for the vacancy.

10:41

So, um, I had April send to you guys, and this is just a repeat from the most recent board meeting, just to make it, make sure it was readily available,

10:52

and that is the skills and experience matrix that we talked about at the last meeting.

10:58

And so, we have that as a, as a guidepost for the, for the needs going forward.

11:04

And um, I think we are getting ready to pop it up on screen there.

11:09

So. the current lay of the land is if you were not aware, um, but Dr. Jones has submitted her reg, resignation to the board, um, effective April 10th.

11:23

And so, that creates a need for, at a minimum, a replacement for, for her.

11:30

Um, we also have a couple of board members that their terms will be expiring, and the expectation is they would, as long as they're eligible, and they all are eligible, the expectation is that they would be considered for a replacement for another term.

11:48

And so, those three individuals or Joan Wilmer, The Honorable Jim Dyke, and um, Dr. Watkins.

11:55

And um, and outside of that,

11:57

so, right now, I think the immediate action for consideration is to make sure that we're all comfortable with the focus of the skillset that we're looking for to replace at a minimum Dr.,

12:10

Dr. Jones.

12:12

And so, I had a conversation with, um, one of the folks that is a part of the committee, that makes the recommendations too, um, to the, to the Governor. I had a spoken, meeting with her.

12:27

Um, oh, Bishop is getting a note. He is not able to get in. He's saying, he's that 11 o'clock, so April see if you can connect with him and let him in some kind of way.

12:39

I just get a text.

12:40

He may be trying to come in on the closed portion. Yeah, because the closed starts at 11.

12:45

Ah, okay.

12:48

So, he should click on the open, open meeting one.

12:52

Got it. Good point, thanks Jim. I'm just texting him.

13:00

Very good.

13:01

Um, so, I had a conversation with the, with the individual about the, you know, the timing of, um, a recommendation.

13:09

And, so, you know, we're, this is, again, some, some new ground for us as a Committee, and um, supporting the process for recommendations to the committee that will recommend to the Governor. So um, Dr. J, I believe, I guess in the past, and maybe even recently.

13:29

I don't know whether or not there have been some discussions with some of the folks, um, in Richmond on your part or anybody that you're aware of. Has there been any, any, any dialog up to this point?

13:39

We have not had, as it is my understanding that each, each, cycle, we will have a conversation with myself and Richmond? And, I had one in the last cycle, but I haven't, I have not yet had one cycle.

13:53

Very good. Very good.

13:54

So, what I would suggest is that as the committee considers the, you know, the focus that we, we connect, um, and try to land on, um, you know, the particulars. If there's any individuals' that we think would be compelling,

14:12

and um, appropriate to be considered that, um,

14:16

we, we collaborate and land on, on that, on that, um, name.

14:22

Otherwise, we can just put forth the criteria to the, um, you know, to the folks in Richmond, so that then they can use that as a guide to help, you know, find the right person.

14:32

So, um, so in, on the screen there is the, the recruitment priority, given the current makeup of the Board, and the gaps that we may have. And so, obviously the green, you know are the top priorities, um, are the, you know, the most important things.

14:49

But, you know, I think, in my view looking at some of the more, the other areas other than obviously belief in support of the mission.

14:59

Looking at, um, people with maybe some IT background, um, to add to, to the board, because we really don't have, at least, according to this assessment, um, that's probably an area we could use some help in, or even in HR management and administration. So, having a breadth of experiences and backgrounds is always good.

15:21

And, if we can, use that criteria to put forth to the, to the folks in Richmond, um, I think that would certainly be, um, be good.

15:31

So, I'm going to open up the floor to, to, for discussion. Any thoughts or considerations around this subject?

15:38

Mr. Chairman, I, I'd suggest we add government relations as well, especially since Jean Cunningham stepped down from the board.

15:46

I think it would be helpful if we had someone who can help us sort of maneuver the, um, intricacies of state and federal government if possible.

15:57

An excellent point, Jim, and Ericke, if you'd make note of that on the government relations item instead of it being a two, maybe then that becomes a three, on that matrix given Jim's comment.

16:10

Yes, sir. Okay.

16:13

Mr. Chair?

16:14

Yes, ma'am. I noticed in the notice regarding Dr. Jones' resignation, that she was an alumnus of Norfolk State. So, the replacement would be an alumnus as well. (Can you give some tuna fish?) But, we've got a requirement to have at least four alums.

16:30

And so, even with her, so we currently have five.

16:34

And so, that will put us back to four.

16:37

So, you know, do, I think we would still be okay.

16:39

But, um, I think having another alum wouldn't hurt us. So it's kind of an alum for an alum, if you will.

16:47

So, I'm absolutely open to that.

16:55

Okay. There is, um, there's a number of alums who are required to be on the, um,

17:04

on the board. I think we are at, we are fine with the number we have. I think, my concept of having someone else who we might consider, who might have been an alum. I think that's. Yeah.

17:19

Yeah. Um, so with the loss of Dr. Jones, I would take us from five to four, which is still meeting the statutory requirement.

17:28

But, you know, again, having an extra one doesn't hurt us at all I don't think. So, worthy of consideration.

17:37

Any other comments?

17:41

So, with that, I would entertain a motion to recommend this candidate, this amended candidate profile, um, to the folks in Richmond to support discussions and dialog around potential replacement for Dr. Jones.

17:59

So moved.

18:01

Second.

18:03

All right.

18:05

Any other questions? Further questions? All right, April? (pause)

18:16

Hey Bishop.

18:19

Hey sir, I apologize for being tardy. I had 11 o'clock on my calendar. So, I don't know. So, you picked, you picked up on the closed meeting notice, which was 11:00. Okay. All good. I apologize. No worries.

18:32

Look you got "volunt-told" to do something while you were gone. So, it's all good. Oh, I did (laughter). Well, I've been married 32 year, so I'm accustomed to it. So, just tell me where to go (laughter). Amen brother. Amen. There you go. Now, you, you are now duly put forth as the candidate for Secretary, um, candidate to the board. Wow, I'm humbled. I'm humbled.

18:58

I just told my wife something is wrong. She's on a golf course, and I'm in a meeting.

19:03

Oh, yeah (laughter). That's backwards.

19:06

Yeah, that is backwards.

19:09

All right, April, ready for the roll call vote on, the on the motion.

19:14

Dr. Best –

19:15

Yes. Mr. Blake –

19:17

Yes. Ms. Blunt –

19:19

Yes. Bishop Brown –

19:21

Yes. Mr. Dyke –

19:23

Yes. Dr. Watkins –

19:25

Yes.

19:28

Motion carries. Thank you very much. Thank you very much. All right. I think we've gotten through the formal discussion items that were on the agenda at this point. April, are there any members of the public that requested an opportunity to comment?

19:44

No sir.

19:47

Very good. Very good. So, we're actually running a little ahead of schedule.

19:51

So, given the fact that the public, the um, closed session is slated to begin at, um, at 11 a.m. Pam, um, since it is closed session, do we have any latitude in starting that open, closed session early?

20:09

Um, if Deb Love is available. Remember? Um, she has to be counsel for that. Yeah, that's right, that's right. Okay.

20:18

All right, so maybe, I'll, I'll, um, shoot her a note in the meantime. And, if we can, begin a little early. I'll, um, I'll shoot a note out to everyone.

20:29

But, um, in the meantime, I think Bishop, if you can good sir read the motion to move into closed session. I think there was an amended version that was sent this morning.

20:41

If you have that, if not, April will able to put it up on the screen as well. If they put it on the screen. I think I can call it up to, um. I got it.

20:58

Okay.

21:12

Um, you'll ready. Ready to go?

21:17

I move that we adjourn and reconvene in Closed Meeting pursuant to Section 2.2-3711(A) 1, 7 and 8 of the Code of Virginia, for the following purposes, pursuant to the noted subsections:

21:32

(1) to discuss personnel matters, including more specifically, discussion of the President's contract; and (8) any necessary consultation with legal counsel regarding matters noted in this motion, and further

21:50

um,

21:55

um, yeah. That's it.

21:57

I've got Deb Love. She's getting ready to come on in a minute, enter the closed meeting portion.

22:03

Oh, okay. Did that do the motion? Did they vote?

22:06

And further, that the Education Section Chief of Senate, Senior Assistant Attorney General Deborah Love is invited to the closed meeting.

22:19

Awesome. There's been a motion to go into closed meeting of the reasons stated. Is there a second?

22:24

Second.

22:26

All right. April, please call the roll.

22:28

Dr. Best –

22:30

Yes.

22:31

Mr. Blake –

22:32

Yes. Ms. Blunt –

22:34

Yes. Bishop Brown –

22:36

Yes. Mr. Dyke –

22:38

Yes. Dr. Watkins –

22:40

Yes. Before you go, this is Pam.

22:44

I want to make sure I have clarification. Did you want the President in initially, or out? Or what, because if so, you have to vote on that? No, um no. I don't expect that there will be (inaudible)

22:56

Yeah, I don't expect to be in too long either. So, we'll, um, did you say that, um? I sent Deb a note.

23:03

Right. I spoke to her just now and she's, she's coming in now. Okay. The closed. Right. All right, awesome.

23:10

All right, so everybody, if we can jump out of the open and go into the closed then we'll, um, we'll come back.

23:18

Everybody good with that? I'm good.

23:21

Awesome. All right, we'll see you in a second.

23:25

.... taken place. April, please call the roll.

23:38

Can you repeat that because we didn't get the entire recording? Can you repeat it? Oh, sure. Um, all right.

23:47

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,

23:57

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 committee.

24:06

Any member of the committee 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. April, please call the roll.

24:21

Dr. Best – I so certify. Mr. Blake – I so certify. Ms.

24:27

Blunt - – I so certify. Bishop Brown - – I so certify. Mr. Dyke - – I so certify.

24:35

Dr. Watkins – I so certify.

24:38

That's it. Excellent. Excellent.

24:41

Well, everyone, look, I appreciate the time. I appreciate the effort, good discussions. Looking forward to continuing our collective efforts, and um, everybody have a great, great day.

24:53

Enjoy this weather. Okay, thanks very much. Good job. Thank you. Thank you.

24:59

All right. Bye. Bye everybody. Good job. Bye. Bye.