

DRAFT
BOARD OF VISITORS
Board of Visitors Retreat
March 4, 2026

MINUTES

Present– Board Members

Bishop Dr. Kim W. Brown, Rector
Mr. Dwayne B. Blake, Vice Rector
Dr. Katrina Chase, Secretary
Mr. James Jamison
Mr. Edward Sanders
Mr. Darrell “DJ” Jordan
Mr. Gilbert Bland

Board Members Virtual Participation

Mrs. Heidi Abbott

Members Absent

Mr. Conrad Hall
Mr. T. Michael Andrews

Participant – Program Speaker

Mr. Edward Smith-Lewis, Senior Vice President, Strategic Partnerships and ICB, United Negro College Fund

Virtual Participants – Program Speakers

Dr. Harry L. Williams, President and CEO, Thurgood Marshall College Fund
Sean D. Burns, Esq., Interim Vice President, Government Relations and Legal Affairs for the Thurgood Marshall College Fund (TMCF)

Participants – NSU Administrators and Staff

Dr. Javaune Adams-Gaston, President
Ms. Pamela F. Boston, University Counsel and Senior Assistant Attorney General
Dr. Justin L. Moses, Vice President for Operations and Chief Strategist for Institutional Effectiveness
Dr. Aurelia T. Williams, Provost/Vice President for Academic Affairs (I)
Dr. Gerald Ellsworth Hunter, Vice President and Chief Financial Officer, Finance and Administration

Dr. Leonard E. Brown, Vice President, Student Affairs
Mr. Eric W. Claville, J.D., M.L.I.S., Executive Advisor to the President, Governmental Relations
Mr. Clifford Porter, Vice President, University Advancement
Dr. Tanya S. White, Vice President and Chief of Staff
Dr. Melody Webb, Vice President and Athletics Director
Mrs. Derika Burgess, Chief Audit Executive
Dr. Melissa J. Barnes, Interim Associate Vice President for Enrollment Management
Mr. Rasool Shabazz, OIT
Mr. Christopher Gregory, OIT
Mrs. Kimberly Gaymon, Scheduler/Financial Services Specialist
Mrs. Sharea Williams, Executive Administrative Assistant to the Vice President of Operations
Mrs. Phillita Peoples, Executive Assistant to Internal Audit and Compliance
Ms. Sher're Dozier, Clerk to the President for the Board of Visitors

Bishop Dr. Kim Brown, Rector presented BOV Policy #18 Public Assess to the Board of Visitors Meetings; Remote Participation in Meetings of the Board of Visitors and its Committees; and All-Virtual Meetings.

Mr. Blake motioned to approve the BOV Policy #18 Public Assess to Board of Visitors Meetings; Remote Participation in Meetings of the Board of Visitors and its Committees; and All-Virtual Meetings, Seconded by Dr. Britt and with a 6-0 Roll Call Vote the Board unanimously approved.

Welcome Bishop Dr. Kim W. Brown welcomed all attendees and highlighted the Now Is Our Time Fundraiser Campaign. Bishop Dr. Brown encouraged to maintain the current momentum while continuing to strive for greater progress. Bishop Dr. Brown also provided a welcome to Dr. Javaune Adams-Gaston, President.

Dr. Adams-Gaston expressed her gratitude and highlighted the establishment of the largest endowment. She also celebrated the overall success of the campaign and extended her appreciation to the Vice President for University Advancement, Mr. Clifford Porter, and his team for their leadership and dedication. Dr. Adams-Gaston discussed the importance of preparing for what the institution will look like 100 years from now. Dr. Adams-Gaston expressed her gratitude for the Guest Speaker and Facilitator Mr. Edward Smith-Lewis. A brief biography was provided.

Opening Frame Mr. Edward Smith-Lewis expressed his appreciation for the opportunity to serve as the guest speaker. He posed a question to the group; **“What is one thing you want to understand better today to become a stronger steward of Norfolk State University’s progress?”**

Each attendee introduced themselves, shared their years of service, and offered their response to the question.

The Higher Education Landscape

Mr. Smith-Lewis discussed higher education at large and emphasized three key areas:

- Funding alone does not solve challenges.
- Approaching concerns without partnership is a challenge.
- Institutions are experiencing a strong growth in number of first- generation students.

Five key trends currently shaping Higher Education were highlighted:

- Demographic Shift
- State Funding Patterns
- Changing Student Expectations
- Workforce Alignment Demands
- Technological Innovation

Mr. Smith-Lewis also discussed funding for HBCU's and highlighted that it is tied to factors such as enrollment, student completion, graduation, and employment.

HBCU Structural Context

The process of understanding the financial structure of public universities was reviewed. There were three categories of resources that were discussed; including unrestricted funds which are the smallest, capital assets; and restricted funds, which are both inflexible.

Mr. Smith-Lewis presented the question “**Which trend will matter most to Norfolk State University over the next 3-5 years?**” Attendees provided their responses.

The momentum around the University's strengths was discussed, highlighting two key factors below:

- Gap years and its impact on students.
- The institution's ability to adapt, embrace, and learn with artificial intelligence.

Student success was also highlighted as a priority, as well as affordability. Paid internships were addressed as an asset that contributes to academic excellence.

Norfolk State Today

Two Key Factors related to Dual Accountability were discussed:

- Accountability to the Public: The more the public knows, the more the public will support.
- Stewardship to HBCUs.

2035 Scenario Lab

Mr. Smith-Lewis presented a scenario that focused on Norfolk State University projected success in the year 2035. Attendees participated by voting on the anticipated achievement and overall success envisioned for the university.

Stewardship Commitments

Mr. Smith-Lewis concluded by presenting the question, **“In supporting Norfolk State University’s continued progress, I will prioritize...”**. Attendees participated through self-reflection.

Dr. Adams-Gaston provided the Biographies of both Dr. Harry L. Williams, President and CEO, Thurgood Marshall College Fund; and Mr. Sean Burns, Esq., Interim Vice President, Government Relations and Legal Affairs for the Thurgood Marshall College Fund (TMCf). Dr. Adams-Gaston expressed her gratitude for both as guest speakers of the Board of Visitors Retreat.

HBCU Excellence

Dr. Harry L. Williams expressed his appreciation to participate in the Board of Visitors Retreat and informed that, due to obligations in Washington, D.C., he regrettably was unable to present in person. Dr. Williams introduced Mr. Sean Burns, Esq., who would lead the discussion, and provide insights on the current status of HBCUs and the positive light that surrounds them. Mr. Burns expressed his appreciation for the opportunity to serve as a guest speaker. Mr. Burns highlighted the success that has taken place in Higher Education and HBCUs, which are listed below:

- **COVID Relief Funding to HBCUs:** Success in receiving funding for member schools
 - The first COVID Relief Bill: HBCUs received \$1 billion to help mitigate the pandemic.
 - The second COVID Relief Bill: HBCUs, received \$1.6 billion in funding.

-The third Relief Bill: Received \$2.8 billion in relief funding.
(with a total of \$5.5 billion)

- The HBCU's Partners Act: The requirement of Federal Agencies and departments annually to report on engagement with HBCU's.
- Partnership with the Business Roundtable.
- The Executive Order: Several partnerships with major corporations.
- Review of the One Big Beautiful Bill Act, in relation to student borrowers.

Respectfully submitted,

Bishop Kim W. Brown, Rector
Board of Visitors

Sher're S. Dozier, Clerk to the President
for the Board of Visitors

BOV POLICY # 18 (2024)
PUBLIC ASSESS TO BOARD OF VISITORS' MEETINGS; REMOTE PARTICIPATION IN MEETINGS OF THE BOARD OF VISITORS AND ITS COMMITTEES; and ALL-VIRTUAL MEETINGS

PURPOSE

The purpose of this policy is to establish a written policy, in accordance with *Code of Virginia* § 2.2-3708.3 to allow for public access to Board meetings; to govern participation of Board of Visitors members in meetings of the Board and its committees by the means of electronic communication; to allow for all-virtual Board and committee meetings; and to specify the requirements therefor.

CONTACT

The Board of Visitors officially interprets this policy.

POLICY CONTENTS

1. PUBLIC ACCESS THROUGH ELECTRONIC COMMUNICATION

- a. The Code of Virginia encourages that all public bodies provide public electronic access to all public meetings through both in-person and electronic means. It is the policy of Norfolk State University to provide and encourage public access to meetings of the Board of Visitors.
- b. The administration of the University shall ensure that open portions of all meetings of the full Board of Visitors at which a quorum is present, whether in-person or virtually, be made accessible to the public for listening and viewing through a readily-available audio-visual streaming platform.
- c. The administration shall also ensure that whenever public comment is accepted by the Board of Visitors or any of its committees that such public comment may also be made accessible to the public a readily-available audio-visual streaming platform.

- d. The Board of Visitors may, but is not required to, provide like electronic access to meetings of committees of the Board.

2. REMOTE PARTICIPATION IN NON-VIRTUAL MEETINGS BY MEMBERS

Individual members of the Board of Visitors and its committees may participate remotely by electronic means (such as telephone or streaming platforms) in meetings other than all-virtual meeting, where a quorum is gathered in one physical location, under the following conditions:

- a. Prior to the meeting the member notifies the Rector, the committee chair, or the Office of the President that they wish to participate remotely because one of the following reasons:
 - 1. The member has a temporary or permanent disability or other medical condition that prohibits their physical attendance; or
 - 2. A medical condition of a family member requires the member to provide care and prohibits their physical attendance; or the member is a caregiver who must provide care for a person with a disability at the time of the public meeting and is thus prevented from physically appearing; or
 - 3. The member's principal residence is more than 60 miles from the meeting location; or
 - 4. The member is unable to attend because of a personal matter, and the member specifically identifies the nature of the personal matter; provided, however, that a member may use this 'personal matter exemption' no more than two times in any calendar year.
- b. If the request by the member is given to the Office of the President, the President shall immediately notify the Rector or the committee chair of the request.

- c. As the first order of business at the meeting, the Rector or the committee chair shall recommend approval or disapproval of the participation to the Board or committee, and the Board or committee shall vote to approve or disapprove. If the Board or committee approves the participation by majority vote, it must record in its meeting minutes (1) the fact of the remote participation; (2) the location of the remote participation; (3) whether the remote participation is because of (a) a temporary or permanent disability or other medical condition of either the member or a family member, (b) distance from meeting location, or (c) a personal matter; and (4) in the case of a personal matter, the specific nature of personal matter. In the case of disapproval by the Board or committee of the member's participation, the specific reason for disapproval.
- d. A member participating remotely shall be counted toward a quorum as if the member were physically present if and only if the member's remote participation is because:
 - 1. the member has a disability (*as defined in Code of Virginia 51.5-40.1, which provides that "person with a disability" means any person who has a physical or mental impairment that substantially limits one or more of his major life activities or who has a record of such impairment*), or
 - 2. the member is a caregiver of a person with a disability.
- e. This policy must be applied strictly and uniformly, without exception, to the entire membership and without regard to the identity of the member requesting remote participation or the matters that will be considered or voted on at the meeting.
- f. The Board or committee may deny participation only if participation would violate this policy.
- g. If a member's participation is disapproved, the disapproval and the reason for the disapproval shall be recorded in the minutes with specificity.

- h. The Board of Visitors must arrange for the voice of the remote participant to be heard, and seen if using audio-visual means, by all persons at the primary or central meeting location.
- i. A quorum of the Board of Visitors or committee must be physically assembled at the primary or central meeting location. (Note in subparagraph (d) above that, under limited circumstances, a remote member may count toward the quorum.)
- j. All otherwise-applicable requirements of the Virginia Freedom of Information Act (FOIA) must be met.

3. ALL-VIRTUAL MEETINGS OF THE BOARD AND ITS COMMITTEES

The Board and its committees may each hold up to two (and only two) all-virtual meetings per calendar year whereby all members of the body participate remotely rather than being gathered in one physical location. The following requirements must be met in order to conduct such meetings, and the Office of the President is directed to make meeting arrangement accordingly:

- a. The various meeting notices required by FOIA shall include notice:
 - 1. that the meeting or meetings are all-virtual,
 - 2. of the means by which the public can access the meeting,
 - 3. that the provided means of accessing the meeting will not be changed unless the Board or committee provides new notice of such a change pursuant to Va Code § 2.2-3707;
- b. Public access to the meeting as described in the notice must actually be provided;
- c. Whenever possible, audio-visual means, rather than simply audio, must be used;

- d. The electronic communication means selected, if audio-visual, must allow members of the public as well as Board or committee members to hear and see members of the public body; or if audio only, to hear members;
- e. In the case of use of video technology, all members must be able to be seen at all times. If video of a member is voluntarily disconnected or the video otherwise fails, the member shall be considered absent and thus cannot count toward a quorum. Likewise in the case of use of audio technology, a member is considered absent if the audio connection fails.
- f. A live contact phone number which is continually monitored during the meeting must be provided to the public and Board and committee members so any failure in transmission can be reported; and in event of a failure, the meeting shall pause until full access is restored;
- g. If it is a meeting at which public comment is customarily taken, the public must be allowed to comment virtually, including by commenting electronically in writing;
- h. No more than two members may be in the same physical location;
- i. All of the open portions of the meeting must be available for virtual public access, including certification following any closed session;
- j. There must never be two consecutive all-virtual meetings of the Board or of any committee;
- k. The minutes of the meeting must be taken as otherwise provided by FOIA, and must reflect that the meeting was held by electronic communication means, and the type of electronic communication means.
- l. The Board and committee must comply with all otherwise-applicable notice and meeting requirements of FOIA.

4. NON-APPLICABILITY DURING DECLARED EMERGENCY

This policy shall be effective during ordinary times during which the Governor has not declared an emergency pursuant to § 44-146.17. When an emergency has been declared, other provisions of law or declarations of Governor may prevail.

EDUCATION AND COMPLIANCE

Members of the Board of Visitors shall be made aware of this and other Board of Visitors policies as part of the new Board member orientation process. Any changes to this policy shall be communicated to the Board by the Administration no later than the Board's next scheduled meeting. The Rector shall be responsible for ensuring annual compliance with the provisions of this policy.

PUBLICATION

This policy shall be widely published or distributed to the University community. To ensure timely publication and distribution thereof, the Responsible Office shall make every effort to:

- Communicate the policy in writing, electronically or otherwise, to the University community within 14 days of Board approval;
- Submit the policy for inclusion in the online Policy Library within 14 days of Board approval;
- Direct appropriate offices to educate and train all stakeholders and appropriate audiences on the policy's content, as necessary.

Failure to satisfy procedural requirements does not invalidate this policy.

NORFOLK STATE UNIVERSITY BOARD OF VISITORS ROLL CALL VOTE

MARCH 4, 2026

Item	Rector Brown	Mr. Blake	Dr. Chase	Mr. Bland Absent during roll call	Mr. Jamison	Mr. Sanders	Dr. Britt	Mr. Jordan Absent during roll call	Mrs. Abbott Virtual
Approval of BOV Policy #19 (2024) Public Assess to Board of Visitor’s Meetings; Remote Participation in Meetings of the Board of Visitors and it’s Committees, and all Virtual Meetings	Yes	Yes	Yes	A	Yes	Yes	Yes	A	V
Approval of Electronic Participation	Yes	Yes	Yes	A	Yes	Yes	Yes	A	V