1. Call to Order/Establish Quorum

Mr. Devon Henry, Rector, called the NSU Board of Visitors meeting to order at approximately 9:10 a.m. He commented on the prior day’s Board Retreat stating that “we had a great day and fellowship.” The day ended with dinner at Cork & Company, a NSU alumni company.

A quorum was established with an 11-0 Roll Call vote. Below is a list of individuals that joined the meeting.

Participants – Board Members
Mr. Devon M. Henry, Rector
Mrs. Heidi Abbott
Dr. Terri L. Best
Mr. Dwayne B. Blake
Ms. Mary L. Blunt
Bishop Kim W. Brown
Dr. Deborah DiCroce
The Honorable James W. Dyke, Jr.
Mr. B. K. Fulton
Mr. Larry Griffith
Mr. Delbert Parks
Dr. Harold Watkins, II

Non-Participants – Absent Board Members
Ms. Joan G. Wilmer

Participant – Faculty Representative to the Board
Dr. Geoffroy de Laforcade, Professor of History and Interdisciplinary Studies

Participant – Student Representative to the Board
Mr. Jaylin Drewry, SGA President*

Participant – Counsel
Ms. Pamela F. Boston, University Counsel and Senior Assistant Attorney General
Mr. James Wright, Associate University Counsel and Senior Assistant Attorney General
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
Dr. Gerald Ellsworth Hunter, Vice President and Chief Financial Officer, Finance and Administration
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. Andrew T. Carrington, Assistant Vice President for Finance and Administration
Ms. Tanya S. White, Chief of Staff
Dr. Dawn Hess, Chief Compliance Officer
Mrs. Derika Burgess, Chief Audit Executive
Mrs. Kimberly Gaymon, Scheduler/Financial Services Specialist
Mr. Christopher M. Gregory, Information Technology Specialist, OIT
Mr. Obie Smith, Operations Manager, OIT
Mr. Stan Donaldson, Director, Media Relations
Dr. Leonard E. Brown, Vice President, Student Affairs*
Ms. Melody Webb, Athletics Director*
Ms. Inda Walker, Clerk to the University President/Board Liaison

Observers – NSU Administrators and Staff
Dr. Karen H. Pruden, Assistant Vice President for Human Resources
Mr. Anton Kashiri, Facilities Management
Ms. Aurelia T. Williams, Vice President for Academic and Faculty Affairs
Mr. Brian Covington, NSU Police Department
Mr. DeAndre’ L. Hyman, NSU Police Department
Mr. James Stevens, Information Security Officer/OIE
Ms. Davida Williams, Auxiliary Services
Mr. Dennis Jones, Executive Budget Director

2. Opening Remarks – Dr. Javaune Adams-Gaston stated that she appreciates this Board and she is so grateful for how successful Norfolk State University has become because of this Board. She went on to state that every member has always asked what needs to be done to make things better. For her, this is a positively emotional time as we go into Commencement because we are doing the work that we are intended to do.

Rector Henry piggybacked stating that we do have a talented and involved Board. He acknowledged Mr. BK Fulton’s accomplishment of being inducted into the Business Hall of Fame.
3. **Consent Agenda**– The March 16, 2022 meeting minutes were approved with an 11-0 Roll Call Vote, motioned by Mr. Dwayne Blake and seconded by Mr. Delbert Parks.

4. **Auditor of Public Accounts Report** – Mr. David Rasnic came bearing good news for the results of the 2021 audit, stating that this is a collaborative effort with the NSU Team. The Financial Statements will be issued the following week after a few minor adjustments. An Internal Control Report will be issued also.

**Minor issues found:**

- IT – issues related to information security and risk assessments. This is a repeat finding. The progress that has been made is recognized, however, the risk of each system needs to be ensured and evaluated. Is there a plan to recover mission critical data in a timely fashion if there is a disaster?

- Student Financial Aid and IT – Must develop an information security program and implement it wherever student data resides. The risk assessment is related to the Financial Aid system.

- There is no risk that would jeopardize the level 2 status, and the status gives NSU more options in addressing the issues.

- Repeat Finding – need to update IT systems that contain mission essential functions.

- Financial Statement Audit – repeat finding – Removing system access -- access needs to be deactivated within 24 hours. Some departments are not submitting the information timely, therefore it automatically trips the 24-hour compliance alert.

- Comply with the Prompt Payment Provision - Must pay for goods and services within 30 days of receipt of goods and services. The departments are not approving the purchase orders so that accounts payable can pay them within the 30-day timeframe.

- Student Financial Aid – Improve Enrollment Reporting, most common Student Financial Aid finding nationwide among colleges. The underlying cause is late batching. Suggest quality control to monitor the batches to stay within 30 days of reporting to the National Student Loan.

- Properly processing the return of Title IV calculations. When a student on financial aid withdraws from school, the money needs to be returned within a 30-day timeframe. The amount was $487 and it was returned.

- Found no indications of fraud or illegal actions, no material changes to accounting, the audit has concurred with accounting principles.

- HERF funds was an audit adjustment. Funds were understated by $1.6 million.

- There were no significant difficulties found in the audit.
Dr. Hunter and his team were commended by their Board members for their work with the Audit Committee and producing a non-controversial report. Dr. Adams-Gaston also stated that Dr. Hunter is an expert leader.

5. **State of the University** – Dr. Javaune Adams-Gaston

Dr. Adams-Gaston congratulated all of the graduates and wished all of the mothers Happy Mother’s Day.

Since Covid-19, NSU has worked together as a team and has been successful at every turn. This would not have been possible without the inclusion of all Spartan Nation -- the executive management team, brilliant faculty, dedicated staff, and talented student body. Had we not all worked together, we could not have accomplished this level of success and reached our goals.

A. **What We Have Learned is:**

- COVID-19 has permanently changed the landscape of higher education.
- Innovation and virtual technology are the future for higher education.
- Students weigh the value of a college degree as they consider their future in the work force.
- NSU is thriving and innovation for operations and resources have been developed to ensure transformational growth.
- NSU is poised and ready for the change.

B. **What We Have Accomplished**

- A leadership team that leads in transformational growth.
- A solid financial footing thanks to strategic stewardship of resources and public and private support.
- Increase of NSU’s impact and brand recognition in the region and across Virginia.
- We have raised more than $8.3 million in public-private partnerships.
- We have grown the University’s endowment from approximately $30 million to almost $80 million in 2 years.
C. What We Want to Become

- A premier HBCU recognized as a Center of Teaching, Excellence, Research, and Scholarship, and Innovation.

D. Alumni Engagement

- Dr. Adams-Gaston is honored and proud to be President of the alums of NSU who she states are some of the most amazing alums in the world. She comes into contact with alums all the time and who are proud of their institution. NSU does things that allow people to feel good about their institution: NSU Military Alumni Chapter Foundation, NSU AA Induction Ceremony for the NSU ROTC Hall of Fame, DNIMAS Alumni Chapter, NSU AA Honors, University Colleges and Schools Alumni Reception, Alumni Weekend, Alumni Athletics Brunch, Alumni Reception, Alumni MEAC Brunch, and visits to alumni homes. Our alums want to know what their university is doing and we are letting them know what is happening. We need them to be proud of NSU and to give to NSU, it’s about people feeling engaged with the college.

- We have alumni who are doing great things, in particular, our very own Rector Devon Henry, who is making history by removing confederate statues, fulfilling the prophesy of John Mitchell, Jr., an esteemed Black editor who stated, “black men will put the statue up, and in time, black men will take it down.” This was a front-page story in the New York Times.

- BK Fulton was instrumental in putting in place the NSU race car. Urban Edge Network has an agency, Urban Edge, that partners with the New York racing teams to cast cars from various HBCU’s in the colors of the HBCU. NASCAR has had a 25% bump in viewers since the new audience of HBCU’s have been included. NASCAR has growth potential, and we are at the forefront. Achieving brand recognition is an investment.

E. Grants

- Dominion Enterprises has supported student retention and completion. We have completion grants where a student can get up to $10,000 for their final semester in order to complete. They get a completion loan and it converts to a completion grant once they graduate.

- Sentara Health Care and provides part of a $10 million grant to support healthcare and bolster healthcare in the underserved community. If we did not have the money we would not be able to be a part of the School of Public Health.

- The C3 Consortium is NSU, Tennessee State University, and Morgan State University funding through UNCF as an endowment of $50 million over seven years.

- We have nine bridge programs in place for the summer, with the goal of having 900 of our students in the program with stipends. These programs are for students that are already here. The Promise to Persist Program and The Smart Campus Community are two of the programs.
F. Opportunities to work on the Hill in Richmond and to have our story told.

- VCAN Program is a program that lets students within 25 miles of the university come to college and not have to pay tuition and fees. We had anticipated about 75 students and there were 200 students in the first class. We were asked by the Legislative Black Caucus to present to emphasize the importance of the program. Thanks to Dr. Moses and Dr. Alexander.

- NSU Day on the Hill in Richmond during the 2022 General Assembly – we took a bus load of students and administrators to Richmond and we were able to connect with alums and administrators and others on the Hill. Thanks to Eric Claville and Tanya White for getting this done.

G. Culture Shaping

- A key component of the university is culture, and the university has gone through a lot of transition in a short period of time. We have had nine presidents over the past thirteen years. Because of this, the culture needs to be reshaped, therefore, we have partnered with Heidrick and Struggles Consultants to help assess and build upon our current culture. Additionally, Heidrick & Struggles will provide insights into our current state and work with us on creating a unique cohesive culture.

Dr. Adams-Gaston congratulated her colleagues for a successful 2021-2022 Year. Without hard work and dedication, we would not have achieved the great accomplishments for our phenomenal institution. We are positioned to become the premier HBCU in the nation. The state of our university is stronger than it was a year ago, and better than we were ten years ago, only because of the collectively working body here at NSU.

6. BOV/NSUF Liaison Committee Update – Dr. Harold L. Watkins, Chair

Dr. Watkins stated that his team has invited other representatives from the other foundations to join us, and that has gone well. They will join us at the next meeting. He wanted an opportunity for the foundations to provide regular reporting. Dr. Watkins has no recollection of any annual reports from the Athletics Foundation, Research Foundation, Innovation Foundation, or the other foundations and thought this would be a good way to get the information to the Board.

NSUF Retreat – Had a wonderful presentation from Bank of America. Bank of America is now handling the foundation assets, and they talked about how conservative they are with their investments. Dr. Watkins was impressed with their information.

7. Academic and Student Affairs Committee – Ms. Mary L. Blunt, Chair
Mrs. Blunt gave a shout out to our Athletics Director. The accomplishments of our student athletes have been phenomenal.

NSU enrollment has increased and the expectation is that it will continue to increase.

**Dr. Fulton**

Presented five new academic degree programs for Board approval:
(a) Doctor of Philosophy in Computer Science
(b) Master of Science in Applied Mathematics and Statistics
(c) Master of Public Health
(d) Master of Health Informatics
(e) Bachelor of Arts in African American Studies

These programs have been intentionally developed to advance our university mission, to realize our university goals, and most importantly, to serve our NSU students. Dr. Fulton thanked the teams in Academic Affairs for developing these degrees. The demand for these degree programs is very high.

Mrs. Blunt motioned and Mr. Dyke seconded the approval of the degree programs. The Board unanimously approved with a 11-0 Roll Call Vote.

Dr. Leonard Brown gave an update on the edits to Policy 13. Added was “including the president in having discretion on things that were approved.” Otherwise, the changes were minor editing. Asking the Board to approve the changes outlined in the packet given to the Board.

Motion was made Mr. Parks and seconded by Mr. Blake to approve the changes made to Policy 13. The Board unanimously approved with a 11-0 Roll Call Vote.

8. **Audit, Risk, and Compliance Committee Update** – Bishop Kim W. Brown, Chair

Our first annual Compliance Program review is a look back at the past eight months since the establishment of our University Compliance office. During this time, the newly established office of University Compliance reviewed twenty matters, closed thirteen, referred four matters to other units for direct follow up, and has three remaining in process.

To assess effectivity, a compliance program maturity model developed by Clemson and Northeastern Universities has been adapted for, and adopted by, NSU. This model assesses a compliance program against recognized standards by measuring the progress of compliance integration into established organizational processes. Using this model, NSU’s first year (eight months) compliance program maturity scores a 2.5/5. To advance our compliance program, NSU will continue to follow recognized methods for compliance effectivity and develop NSU specific mechanisms for compliance integration.
For the 2022-2023 academic year, NSU will focus on the Assessment and Monitoring aspect of our compliance ecosystem and will conduct Compliance Assessments in the following areas:

- Environmental, Health and Safety
- Researcher Compensation and conduct
- Privacy and Data Security.

Compliance assessments will focus on Oversight and Accountability, Regulatory Reporting, Compliance Management (at the departmental level) and other Key Concerns such as life safety, revenue loss, and the current higher education landscape. These areas were selected based on their potential impact to the institution if a compliance-related issue were to occur, likelihood of potential compliance-related occurrence, current compliance-related management capability, and other key influencers.

9. **Strategic Finance Committee Update** – Mr. B. K. Fulton, Chair

Quarterly Financial Report
- The approved fiscal year working budget is $220.3 million
- Revenues through March 31 were $249.8 million
- Expenses through March 31 were $186.8 million
- The university has a $62.9 million favorable financial position
- A year-end projected balance of $23.1 million
- HERF fund received $102 million federal government and almost $8 million from the Commonwealth for a total of $110.5 million, $68.4 million has been paid and $42.1 remaining.

**Debt Management Compliance Policy #11** – was established to ensure that our debt does not exceed 7%. The university’s 2021 ratio was 3.57 percent and 2020 ratio was 5.20 percent. The university complies with the established debt policy thresholds.

We are waiting to hear from the State of Virginia regarding a budget, and hopefully we will have that within the next two and a half weeks.

**Spartan’s All Inclusive Learning Program** – make course material available to all students electronically on the first day of class. The recommendation is that we add a fee of $25 per credit hour for books and materials and students can opt out if they choose.

**Tuition and Fees** – Recommendation is no increase in tuition and this is the fourth year that we have taken that position.

**Operating Budget** – Recommendation is an increase $26 million

**Policy 08** – Resolution for approval
Human Resources update – all conversions will be done by late September

Capital Campaign – at $52 million presently

Duo Factor Authorization is being implemented and is being rolled out bit by bit, with an anticipated completion date of June 30.

Motion was made by Mr. Blake and seconded by Mr. Dyke to approve the Debt Management Policy Compliance Certification. The Board unanimously approved with a 11-0 Roll Call Vote.

10. Governance Committee Update – Mr. Dwayne Blake, Chair

The terms of Dr. Deborah DiCroce and Mr. Larry Griffith have come to an end. Mr. Blake thanked them for their dedication and hard work to the Board, and he knows that this is a labor of love for both of them. In choosing replacements, we are hoping to be able to fill the voids with the skillsets that we have established. Any additional names, feel free to contact Dr. Adams-Gaston.

Policy 13 – The issue is to amend the policy to allow the Foundation to have their reporting due at the end of the calendar year and not the fiscal year. This is not an audit, this is referring to an annual activity of giving.

Mrs. Abbot made a motion seconded by Mr. Parks to change the language to “Representatives shall submit to the Full Board an annual summary of activities by no later than January 15 of each year covering the previous July 1 – June 30 fiscal year” and “Prepare an annual report on compliance by the University-related Foundations for the Board of Visitors to be submitted not later than January 31 of each year covering the previous July 1 – June 30 fiscal year.” The Board unanimously approved with a 10-0 Roll Call Vote.

11. Student Representative – Mr. Jaylin Drewry

This is Jaylin’s last Board meeting.

SGA has taken a proactive approach in regard to the security and well-being of our campus. We are dedicated to a safe campus, especially after the string of bomb threats at HBCU’s across the country, and shootings. Jaylin has been in contact with other SGA’s at other HBCU’s to determine how the bomb threats should be handled and come up with a solution for campus safety.

Mental health is a major focus on college campuses around the nation. Culture of care must be university wide. Dr. Brown has tackled these issues head on.

Jaylin states that he is grateful for the opportunity to have served.
12. **Faculty Representative – Dr. Geoffroy de Laforcade**

The Faculty Senate worked collaboratively with Registrar Michael Carpenter to initiate the *NSU Student Planning Initiative* designed to facilitate online course "self-reregistration" for students. Provost Fulton appointed Dr. Tony Atwater to two university task forces on faculty workloads and evaluations. The Senate created its own task forces to recommend measures in the areas of faculty workload assignments and sabbaticals, chaired by Dr. Matthew Russell of the Department of Visual and Performing Arts and Dr. Colita Fairfax of the School of Social Work.

One of the main areas of focus of the Faculty Senate has been, in collaboration with Provost Fulton, the development of an annual faculty excellence recognition program which will begin in the 2022-2023 academic year. The recognition of faculty achievements is important to students as well as faculty, highlighting the university’s public profile, and there are many.

Faculty is appreciative of the professionalism and dedication of the staff at Norfolk State, and acknowledge the hard work performed in areas such as online learning, student activities, counseling, diversity, equity, and inclusion. NSU is on the verge of groundbreaking innovations.

13. **Motion – Closed Meeting**

Vice Rector Mrs. Blunt read the following motion, seconded by Mr. Blake, and the Board unanimously approved.

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

Section 2.2-3711(A) 1, 3, 4, 7, 8 and 9 of the Code of Virginia, for the following purposes, pursuant to the noted subsections:

(1) and (4): To discuss personnel matters, including more specifically, appointment, promotion, performance, salaries, as well as the granting of tenure and/or promotion to certain university employees, and further, to discuss the evaluation of performance of specific employees, and evaluation of performance of departments or schools, where such evaluation will necessarily involve discussion of the performance of specific individuals and certain university employees; and

(3) For discussion or consideration of the acquisition of real property for a public purpose, or of the disposition of publicly held real property, where discussion in an open meeting would adversely affect the bargaining position or negotiating strategy of the public body; and
(9) Discussion or consideration by NSU of matters relating to gifts, bequests, and fund-raising activities, and of grants and contracts for services or work to be performed by NSU; and

(7) and (8): Consultation with legal counsel regarding specific matters requiring the provision of legal advice 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 following remain for or attend, when called, the Closed Meeting: President, Chief Audit Executive, Provost/VP for Provost/VP for Academic Affairs, VP for University Advancement, Chief Strategist for Operations & VP for Institutional Effectiveness, VP for Student Affairs, University Counsel, Athletics Director, VP for Finance and Administration, VP for Student Affairs, Chief Strategist for Operations & VP for Institutional Effectiveness, VP for Student Affairs.

14. Open Meeting

The Board having reconvened in the Open Meeting, took a 11-0 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.

Motion was made by Mrs. Abbott and seconded by Bishop Brown, that the Board approve the Resolution for Tuition and Fees For Academic Year 2022-2023. The Board unanimously approved with a 11-0 Roll Call Vote.

Motion was made by Bishop Brown and seconded Mrs. Abbott, that the Board approve the Resolution for Operating Budget For Fiscal Year 2022-2023. The Board unanimously approved with a 11-0 Roll Call Vote.

Motion was made by Dr. Watkins and seconded Mrs. Abbott, that the Board approve the Resolution To Name Gills Gym Athletic Training Space Verrecchia-Delonde Golf Simulator. The Board unanimously approved with a 11-0 Roll Call Vote.

Motion was made by Mrs. Blunt and seconded by Mr. Blake to authorize the Rector to negotiate and execute an amendment to the President’s contract consistent with the terms discussed in Closed Session. The Board unanimously approved with a 11-0 Roll Call Vote.
Motion was made by Mrs. Blunt and seconded by Dr. Watkins that the Board of Visitors indicate its approval and support for the intended salary increases for the employees referenced by the President in Closed Session. The Board unanimously approved with a 11-0 Roll Call Vote.

Motion was made by Mrs. Blunt and seconded by Mr. Blake that the Board, having discussed in Closed Meeting the criteria and qualifications of the individual to be recommended to receive the Honorary Doctor of Humane Letters degree, and noting, after due consideration and receipt of careful review by the Provost and Vice President for Academic Affairs, the honorary Degree Committee, the University President, and review for legal sufficiency by the University Counsel, that said individual be awarded the Honorary Doctor of Humane Letters degree during a future Commencement Exercise or soon thereafter. The Board unanimously approved with a 11-0 Roll Call Vote.

Motion was made by Mrs. Blunt and seconded by Mr. Griffith, and the Board unanimously approved with a 11-0 Roll Call Vote that the Board having discussed in Closed Meeting the qualifications, attributes and recommendations by the Provost and President of the recommended candidates for promotion and tenure, I move that the Board of Visitors approve the recommended candidates for tenure and/or promotion as discussed in the Closed Meeting. Included are:

**Tenure and Promotion to Associate Professor**
1. Dr. Bonaventure Balla
2. Dr. Nazir Barekzi
3. Dr. James Corprew
4. Dr. Jason Demeter
5. Dr. Lydia Figueroa
6. Ms. Christy Frederick
7. Dr. Jocelyn Heath
8. Mr. Sam Hughes
9. Dr. Keesha Kerns
10. Dr. Thomas Lewis
11. Dr. Alicia Moore
12. Dr. Anne Neikirk
13. Dr. Christina Pinkston
14. Dr. Donna Wolf
15. Dr. Harlan Zackery

**Promotion to Professor**
1. Dr. Ashley Haines
2. Dr. Ann-Catherine Sullivan
3. Dr. Kathleen Thomas
4. Dr. Viola Vaughan-Eden
Tenure
1. Dr. E. Delores Dungee-Anderson
2. Dr. Isiah Marshall, Jr.

15. Old Business – There was none.

16. New Business – There was none.

17. Public Comments – There were no public comments.

18. Presentations:

A. The Board of Visitors presented Dr. Deborah DiCroce and Mr. Larry Griffith with tokens of appreciation for their time and commitment to the NSU Board of Visitors. They both received a plaque that read as follows:

In Appreciation of Your Unwavering Support and Outstanding Service to the Norfolk State University Board of Visitors and the Commonwealth of Virginia.

**DR. DEBORAH M. DICROCE**
September 27, 2013 – June 30, 2022

In Appreciation of Your Unwavering Support and Outstanding Service to the Norfolk State University Board of Visitors and the Commonwealth of Virginia.

**LARRY A. GRIFFITH**
July 1, 2014 - June 30, 2022

Dr. DiCroce stated that NSU is a model of what an HBCU should be at this time in this century. She was honored to be a part of this Board and states that the role of HBCU’s is stronger than it has ever been. She looks forward to continuing the relationship. Dr. DiCroce states that a special treat was working with Larry Griffith and that one of their greatest achievements was bringing Dr. Adams-Gaston to NSU.

Mr. Griffin stated that when he came on board as a member of the Board, NSU was in a much different place than it is today. There were numerous problems -- faculty was not satisfied, students were not being detained, the university was struggling to recover from losing its accreditation, and more. This Board has done a great deal of work and turned many of the negatives into positives. He states that a major win was selecting Dr. Javaune Adams-Gaston to lead. Mr. Griffin left a parting gift of a quarter million dollars to the institution.

B. Jaylin Drewry, Student Government Representative, was given a token of appreciation for being a voice and bloodline for the students. The Rector commended Jaylin on his
service to the Board, his leadership, and student interaction, stating that he leads with class and dignity.

Jaylin stated that it has been an honor to sit around this table and represent the student body.

15. **Adjournment** – The meeting concluded at approximately 4:05 p.m.

Respectfully submitted,

__________________________________  
Inda Walker, Board Liaison

__________________________________  
Bishop Kim Brown, Secretary
Board of Visitors