

BOARD OF VISITORS
BOARD OF VISITORS MEETING RETREAT
March 16, 2023
MINUTES

1. Call to Order/Establish Quorum

Mr. Devon Henry, Rector, called the NSU Board of Visitors Meeting Retreat to order at approximately 9:10 a.m. welcoming and thanking everyone for their attendance. A quorum was established with a 9-0 Roll Call vote.

The Board approved a motion for approval to cancel the Friday, March 17, 2023 meeting, and rename today's meeting the Board of Visitors Meeting Retreat. Motion was made by Mary Blunt and seconded by Dwayne Blake. The Board unanimously approved with a 9-0 Roll Call vote.

The following is a list of individuals that joined the meeting retreat.

Participants – Board Members

Mr. Devon M. Henry, Rector
Mrs. Heidi Abbott
Mr. Dwayne B. Blake
Mr. Gilbert Bland
Ms. Mary L. Blunt
Bishop Kim W. Brown
Dr. Katrina Chase
Mr. James Jamison
Mr. Delbert Parks
Dr. Harold Watkins, II

Virtual Participant

The Honorable James W. Dyke, Jr.

Absent Board Members

Mr. B. K. Fulton
Mr. Conrad Hall

Participant – Counsel

Ms. Pamela F. Boston, University Counsel and Senior Assistant Attorney General

Participant – Faculty Representative to the Board

Dr. Geoffroy de Laforcade, Professor of History and Interdisciplinary Studies

Participants – NSU Administrators and Staff

Dr. Javaune Adams-Gaston, President
Dr. Justin L. Moses, Vice President for Operations and Chief Strategist for Institutional Effectiveness

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Dr. DoVeanna Fulton, Provost/Vice President for Academic Affairs
Dr. Gerald Ellsworth Hunter, Vice President and Chief Financial Officer, Finance and Administration
Clifford Porter, J.D., Vice President for University Advancement
Eric W. Claville, J.D., M.L.I.S., Executive Advisor to the President for Governmental Relations
Dr. Leonard Brown Jr., Vice President for Student Affairs
Dr. Dawn Hess, Chief Compliance Officer
Mrs. Derika Burgess, Chief Audit Executive
Mr. Christopher Stancil, Office of Information Technology
Mrs. Kimberly Gaymon, Scheduler/Financial Services Specialist
Ms. Tanya S. White, Chief of Staff
Ms. Inda Walker, Clerk to the University President/Board Liaison

Guest Speakers

Dr. James E. Lyons, Sr., Senior Consultant, AGB Consulting
Mr. Ken Ampy, Board Chair, State Council of Higher Education (SCHEV)

Virtual Guest Speaker

Ms. Sonja O. Stills, MEAC Commissioner

2. Recommend Approval of Electronic Participation

The Board unanimously approved the electronic participation for the Honorable James Dyke with a 9-0 roll call vote. Motion was made by Dwayne Blake and seconded by Bishop Brown.

2. **Opening Remarks** – President Dr. Adams-Gaston thanked Rector Henry and the Board of Visitors for their work in moving Norfolk State University forward, emphasizing the commitment of the Board to NSU. She thanked the Board Members who were able to attend the MEAC championship game stating that it matters to the students to see the Board Members' support.

3. Part I- Principles of Trusteeship and 10 Habits of Highly Performing Boards.

Presenter: Dr. James E. Lyons, Sr., Senior Consultant to Association of Governing Boards (AGB)

Dr. Lyons started the training session discussing fiduciary duties. He stated that as trustees, the Board is legally responsible for the well-being of the institution. Following are the fiduciary duties that he highlighted:

Fiduciary Duties

- Duty of Care – Requires governing board members to perform their duties in good faith exercising diligence, care, and skills, (i.e., determining what is in the best interest of the institution).

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- Duty of Loyalty – Requires governing board members to act in good faith and not in their own self-interests. Under this duty a board member must not use the position or authority for personal benefit.
- Duty of Obedience – Requires governing board members to ensure that the university is operating in accordance with its stated purposes and in compliance with the law.

Three skills that make an effective board member.

1. Lead by example.
2. Think strategically.
3. Understand governance.

The Board has to continually focus on what matters to the long-term sustainability. It was stated that the university is a business and therefore should follow a business model.

Ten Habits of Highly Effective Boards

1. Create a culture of inclusion.
2. Uphold basic fiduciary principles.
3. Cultivate a healthy relationship with the president.
4. Select an effective board chair.
5. Establish a strong governance committee.
6. Delegate appropriate decision-making authority to committees.
7. Consider strategic risk factors.
8. Provide appropriate oversight of academic quality.
9. Develop a renewed commitment to shared governance.
10. Focus on accountability.

4. Part II- Board Responsibilities

Presenter: Dr. James E. Lyons, Sr., Senior Consultant to Association of Governing Boards (AGB)

Dr. Lyons presented three different scenarios for the Board to discuss. The results of the discussions were:

1. Board members are government appointees and must not abuse the assignment.
2. Must not cross the line between administrative and oversight.
3. Must not cross the line from governance to management.
4. The Board should follow the process that is already in place.
5. Board Members should have a collegial relationship.
6. Board Members are accountable for their actions and should hold one another accountable.
7. Rector and President should have a good working relationship.
8. The relationship between the Trustees and the Senior Leadership Team is important.

9. Board Members must understand their role.

5. Part III- SCHEV Expectations for Higher Education

Presenter: Mr. Ken Ampy, Board Chair, State Council of Higher Education (SCHEV)

Mr. Ampy thanked everyone that he was invited to the Board Retreat. He gave a brief overview of the role of SCHEV in the state of Virginia, stating that Virginia has a decentralized system of higher education. While the Board of Visitors is the governing body for the institution, SCHEV is the coordinating body for the state. SCHEV has lots of duties, but the main responsibility is to provide a statewide Strategic Plan for Higher Education. SCHEV's current strategic plan for higher education is called Pathway to Opportunity and it has three major tenants: (1) to be more equitable; (2) to be more affordable; (3) to be more transparent. The goal of the strategic plan is for Virginia to be the most educated state by 2030.

SCHEV is now looking at enrollment trends, and NSU's enrollment numbers are up while other higher education institutions in Virginia are seeing a downward trend.

Three points Mr. Ampy gave for board governance are:

1. All communication with external stakeholders should be coordinated through institutional leaders.
2. The board should work with the chief executive and staff to execute a cohesive message.
3. When these points are ignored, confusion is created.

5. A Conversation with MEAC Commissioner – HBCU-NCAA Athletics

Presenter: Ms. Sonja Stills, M.A., MEAC Commissioner

Dr. Adams-Gaston introduced Ms. Sonja Stills, letting everyone know that Ms. Stills was attending virtually because she is not feeling well.

Ms. Stills apologized for not being able to attend in person and thanked Dr. Adams-Gaston for the opportunity to speak to the Board of Visitors.

Ms. Stills stated that MEAC wants to ensure that they are in a strong position going forward. They have hired Consultants Barnes and Thornburg to look at their strategic plan for realignment and adding new members to the conference. New members need to align with the mission, athletically and academically.

Last year, MEAC made history by streaming the men's and women's tennis championship on HBCU GO. The men's and women's tennis teams are mostly international students, so this enabled the students to have their families and supporters be able to see them play.

MEAC has a long-term contract with ESPN, which has allowed for MEAC to grow. MEAC anticipates continuing their partnership with ESPN. Currently, MEAC is looking to expand with secondary broadcast partners, which will enable MEAC to get more games on a national platform.

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The final topic Ms. Stills talked about was eSports. Ms. Stills stated MEAC is building a conference to support HBCU varsity eSports.. MEAC is bringing awareness of eSports to campuses, as eSports is projected to be a billion dollar industry.

6. Student Roundtable

Velur Reddy

Classification: Graduate Student

Major: PhD – Doctor of Philosophy

Hometown: Tirupati, FC (India)

Shannon Dancy

Classification: Transfer Student/Undergraduate - Senior

Major: Bachelor of Social Work

Hometown: Portsmouth, VA

Jaylin Drewry

Classification: Undergraduate - Senior

Major: Bachelor of Arts – Political Science

Hometown: Portsmouth, VA

Madison Washington

Classification: Undergraduate - Senior

Major: Bachelor of Arts – Psychology

Hometown: Newark, DE

Jordan Moody

Classification: Undergraduate - Sophomore

Major: Bachelor of Arts – History

Hometown: Newport News, VA

Dr. Leonard Brown had the students introduce themselves and give some background about themselves. He asked the students a few questions about their experiences at Norfolk State and some of the things that they would change.

The students responded to the questions with knowledge, vigor, and impressiveness. They all spoke well of Norfolk State and their experience at the university. One of the students emphasized Dr. de Laforcade, stating that Dr. de Laforcade made an impression because he was a professor that took time with the students and showed that he cared. The students migrate toward Dr. de Laforcade.

Dr. Brown thanked the students for coming to the retreat and sharing with the board, emphasizing that their voices are important.

Dr. Adams-Gaston thanked Dr. Brown and the students for their participation in the Board Meeting Retreat.

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7. Closing Remarks

Rector Henry thanked the students for all that they are doing at Norfolk State University and the impact that they are having. He said that the greatest part about being a board member is seeing the graduates walk across the stage and receive their degrees.

He also thanked Dr. Lyons, Mr. Ampy, and Ms. Stills for their part in the Board Meeting Retreat, stating that there were great nuggets that could be taken away. He also thanked the board members for their willingness to serve and make NSU a better place.

Dr. Adams-Gaston thanked the board members, Cabinet Members, Ms. Walker, Dr. White, and , Mr. Stancil for their work in making the Meeting Retreat a success.

8. Adjournment

The Board Meeting Retreat concluded at 5:35 p.m. with an 11-0 Roll Call vote.

Respectfully submitted,

Inda Walker, Board Liaison

Bishop Kim W. Brown, Secretary
Board of Visitors