



NEW BOARD MEMBER ORIENTATION

Board Structure, Culture, Expectations, and Norms

August 29, 2022

WELCOME TO THE NORFOLK STATE UNIVERSITY BOARD OF VISITORS!

Gilbert T. Bland

Dr. Katrina Chase

Conrad M. Hall

James “Jay” Jamison

BOARD STRUCTURE



- Virginia follows the Jeffersonian model of governance: A Board of Visitors appointed by the Governor and approved by the General Assembly.
- Visitors serve a four-year term and are eligible for reappointment for an additional term.
- Visitors may also serve an unexpired term of a former Board member who has left the Board.
- Board is governed by a set of Bylaws.

BOARD STRUCTURE

The Board of Visitors shall consist of 13 members, of whom **at least four shall be alumni of the University.**

Of the alumni appointed, at least one shall be a resident of the Commonwealth.

The alumni association of the University may submit to the Governor a list of four nominees for each vacancy on the board, whether the vacancy occurs by expiration of a term or otherwise. The Governor may appoint a member from the list of nominees.



NSU BOV Bylaws

Section 2 – Powers and Responsibilities

Responsibilities of the Board include, but are not limited to, the following:



1. Assure financial stability of the University
2. Establish fees, tuition, and other charges imposed on students
3. Approve the University's budgets
4. Appoint and evaluate the President of the University
5. Approve the strategic plans of the University
6. Confer degrees
7. Promote the purpose and mission of the University
8. Adopt rules and regulations for governing employment and employees, and approve promotions, tenure, salaries of employees
9. Name buildings and other major facilities
10. Approve real property transactions in instances where the approval has not been delegated to the President
11. Adopt rules, regulations and policies for University operations
12. Develop Statement of Board Expectations
13. Monitor academic quality and student success



MEETINGS

2022 Board Schedule

October 13-14, 2022

December 8-9, 2022

- Board meets on a quarterly basis
 - Two-day meeting schedule implemented effective October 2020.
- Executive Committee meets as needed
- Standing Committees
 - Recommendation to meet at least four times a year, with one meeting being in person. Meetings to be held four weeks before Board Meeting.
- Board holds an annual Spring Retreat
- Board members are encouraged to:
 - Attend Convocations and Commencements
 - Participate in university activities

NOTE: If you are not able to attend a meeting, inform the Rector and the Board Liaison as soon as possible to ensure that a quorum can be established.

Board Officers

Two-Year Officer Term

July 1, 2021 to June 30, 2023



Devon M. Henry
Rector

Elected Rector 2021



Mrs. Mary Blunt
Vice Rector

Elected Vice Rector 2021



Bishop Kim W. Brown
Secretary

Elected Secretary 2021

NOTES: Office terms began January 28, 2021.

Board Members

13

Heidi W. Abbott

Dwayne B. Blake

Gilbert T. Bland

Mary L. Blunt

Bishop Kim W. Brown ⁺

Dr. Katrina Chase ⁺

The Honorable James W. Dyke, Jr. *

BK Fulton

Conrad M. Hall

Devon M. Henry ⁺

James Jamison ⁺

Delbert Parks

Dr. Harold L. Watkins, II ⁺ *

REPRESENTATIVES TO THE BOARD



Student Representative:

Indya Richardson

SGA President

Non-voting member per Bylaws

Faculty Representative:



Dr. Ashley N. Haines

Faculty Senate President

Professor History

- Elected by the Board of Visitors as the Faculty Representative (July 2021 -- June 30, 2022 and July 2022 – June 2023)
- Non-voting member per BOV Bylaws. Also, see BOV Policy #03 (2014) Faculty Role in University Governance

BOARD REPRESENTATION ON FOUNDATION BOARDS

Norfolk State University Foundation (NSUF)

- ✓ Devon M. Henry, Rector
- ✓ Dr. Harold L. Watkins, II, Chair, BOV/NSUF Liaison Committee

The Norfolk State University Foundation, Inc. is a non-profit fundraising corporation established to support quality education and to generate private financial support for the academic development of the University. The Foundation is governed by a volunteer Board of Directors whose members serve as advocates for the University and its programs. The Foundation was incorporated in 1971, the Foundation is a non-profit 501© (3) was established exclusively to provide support to Norfolk State University. The NSU Foundation generates private support, and manages, invests, and administers private gifts, including endowment and real property.

NSUF Board Meets quarterly (September, December, March and June)

BOV/NSU Liaison Committee Meets annually

NSUF President – Travis Ames, Sr.

NSUF Foundation Manager and Accounting Director – Crystal D. Jenkins

BOARD REPRESENTATION ON FOUNDATION BOARDS

Norfolk State University Research and Innovations Foundation (NSURIF)

✓ BK Fulton

The mission of the Norfolk State University Research and Innovation Foundation is to provide brands and services that promote applied research and technological innovations that, in turn, contribute positively to the economic strength of the Hampton Roads region and the Commonwealth of Virginia.

Meets quarterly

September, December, March and June

NSURIF CEO – Hudnall “Hud” Croasdale

NSURIF Chair – Martin J. Kaszubowski, Chair

Current Committee Structure

Executive

– Serves as Committee on Committees

FOUR (4) STANDING COMMITTEES OF THE BOARD

(Board Members are required to serve on two Standing Committees)

- ✓ Academic and Student Affairs
- ✓ Audit, Risk and Compliance
- ✓ Governance
- ✓ Strategic Finance



Meeting Location: Student Center 3rd Floor Board Room

EXECUTIVE COMMITTEE

Committee on Committees

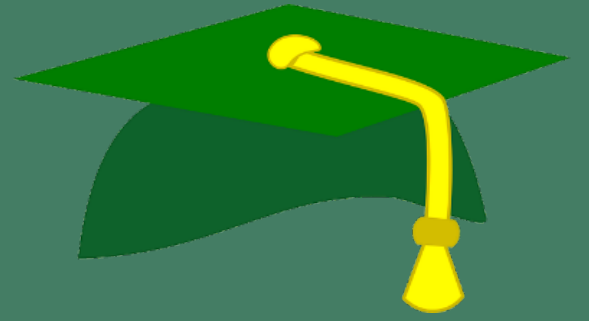
Consists of five members of the Board

- ✓ **Rector (Chairperson);**
- ✓ **Vice Rector;**
- ✓ **Secretary; and**
- ✓ **Two members at large elected by the Board**

The Executive Committee is authorized to convene and exercise the full power and authority of the Board between meetings of the Board whenever circumstances require immediate action to address matters of an urgent nature, or as the Board may otherwise direct. All Board members are noticed and invited to attend all Executive Committee meetings.



ACADEMIC AND STUDENT AFFAIRS COMMITTEE



Focuses on student success from recruitment to graduation, including coordinating with the Strategic Finance Committee to ensure that adequate resources are budgeted for that mission; works with the Provost and Faculty leadership to ensure compliance with shared governance priorities, including faculty tenure and faculty and staff opportunity; and continually assesses the quality of student life, including identifying, in conjunction with the Strategic Finance Committee, the provision of adequate financial resources to assure a high quality student life.



AUDIT, RISK AND COMPLIANCE COMMITTEE



Oversees the effective and efficient use of funds in accordance with the University's mission; ensures the University is acting in legal and ethical compliance with all federal, state and local laws and executive orders, policies and regulations of accrediting, regulatory, and funding agencies and the State Council of Higher Education for Virginia; oversees the University's enterprise risk management program and institution of effective internal controls to identify and manage risks; maintains an effective system of internal controls over the University's fiscal process; oversees the performance of the internal audit function and the independent auditor; monitors implementation of management action plans to manage identified risks; maintains the integrity of information technology and data governance; and monitors the implementation and effectiveness of the University's compliance programs.

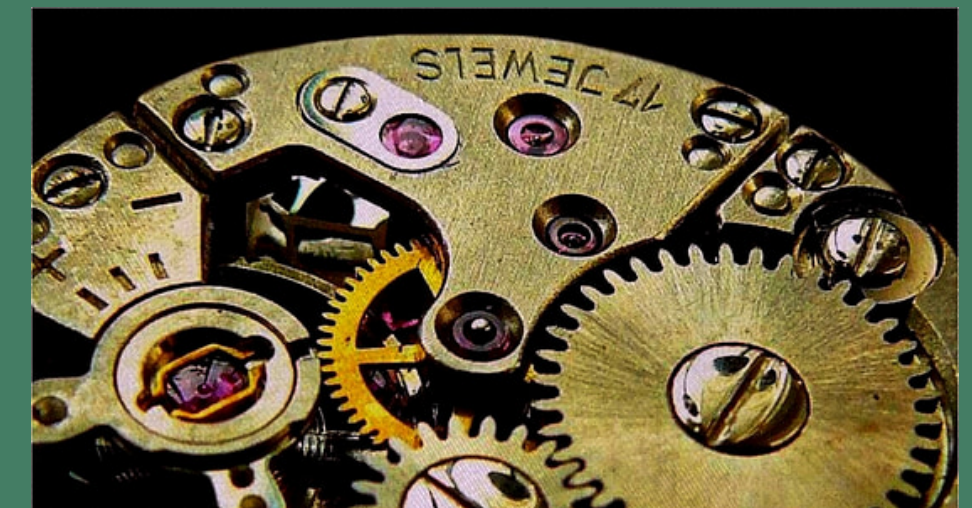
STRATEGIC FINANCE COMMITTEE

The Strategic Finance Committee reviews proposed budgets and performance throughout the fiscal year; develops financial strategies related to Strategic Plan priorities, fundraising and alternative revenues; and coordinates issues that connect to the work and priorities of other standing committees.



GOVERNANCE COMMITTEE

Coordinates input into the selection of Board members based on a matrix of needs; monitors Board members' performance, behavior and compliance with the University's Code of Ethics, the Statement of Mutual Expectations and Conflicts of Interest policies; provides periodic performance assessment of Board members, including an assessment of the Rector; develops a slate of officers to present to the full Board for consideration; and works with the University Board Liaison to help facilitate governance related policies.



COMMITTEE ASSIGNMENTS

Executive Committee

(Committee on Committees – Oversight)

Devon M. Henry, Rector

Mary L. Blunt, Vice Rector

Bishop Kim W. Brown, Secretary

Dwayne B. Blake

Heidi Abbott

Liaison:

Dr. Javaune Adams-Gaston, President

Academic and Student Affairs

Mary L. Blunt, Chair

Heidi W. Abbott

Gilbert Bland

BK Fulton

Jay Jamison

Dr. Harold L. Watkins, II

Staff:

Dr. DoVeanna S. Fulton, Provost/VP for Academic Affairs

Dr. Leonard E. Brown, VP for Student Affairs

Dr. Justin L. Moses, VP for Operations & Chief Strategist for Institutional Effectiveness

Melody M. Webb, Athletics Director

The University President attends all Committee meetings.

COMMITTEE ASSIGNMENTS

Audit, Risk and Compliance Committee

Bishop Kim W. Brown, Chair

Heidi W. Abbott

Gilbert Bland

Dr. Katrina Chase

Delbert Parks

Conrad Hall

Staff: Derika Burgess, Chief Audit Executive

Dr. Dawn M. Hess, Chief Compliance Officer

Governance Committee

Dwayne B. Blake, Chair

Mary L. Blunt

Bishop Kim W. Brown

Dr. Katrina Chase

The Honorable James W. Dyke, Jr.

Dr. Harold L. Watkins, II

Staff:

Eric Claville, Executive Advisor to the President, Governmental Relations

Strategic Finance Committee

BK Fulton, Chair

Dwayne B. Blake

The Honorable James W. Dyke, Jr.

Conrad Hall

Delbert Parks

Jay Jamison

Staff:

Gerald E. Hunter, VP for Finance and Administration

Dr. Justin L. Moses, VP for Operations & Chief Strategist for Institutional Effectiveness

Mr. Clifford Porter, VP for Advancement

The University President attends all Committee meetings.



AD HOC COMMITTEE ASSIGNMENTS

Special or *ad hoc* committees may be created at any time by action of the Rector and membership may be changed at any time by the Rector.

Standard Operating Procedures (SOP)

The Honorable James W. Dyke, Jr., Chair

Bishop Kim W. Brown

Mary L. Blunt

President's Goals 2022-2023

Mary L. Blunt, Chair

Dwayne B. Blake

Heidi Abbott

Advisor: The Honorable James W. Dyke, Jr.

Established March 3, 2021

President Evaluation Committee

Dwayne B. Blake, Chair

Mary L. Blunt

Bishop Kim W. Brown

The Honorable James W. Dyke, Jr.

BK Fulton

Staff:

Deborah A. Love, Senior Assistant Attorney General, AG's Office

BOV/NSU Liaison Committee

Dr. Harold L. Watkins, II, Chair

Heidi W. Abbott

Delbert Parks

Dr. Katrina Chase

Staff: Clifford Porter, VP, University Advancement

Established by Memorandum of Understanding (MOU)

Special Committee

BK Fulton, Chair

Dwayne B. Blake

Bishop Kim W. Brown

Dr. Deborah M. DiCroce

The Honorable James W. Dyke, Jr.

Liaison:

Dr. Javaune Adams-Gaston, President

The University President attends all Committee meetings.

BOARD CULTURE



BOARD EXPECTATIONS - Code of Ethics and Statement of Mutual Expectations *(new members are expected to review and sign)*

- Commitment – Overriding responsibility is to serve the best interest of the University, in turn, can serve the best interest of the Commonwealth. This includes the Board’s fiduciary duty, governing collectively, and not to any political agenda.
- Attendance – Attend all Board meeting. Provide notice/explanation of any absences.
- Preparation – Familiarize yourself with the materials in order to engage in conversation.
- Information – Respect lines of communications when making request for information.

BOARD EXPECTATIONS

- Comportment – Every Visitor may expect from and must accord civility and respect to one another, as well as all members of the University community.
- Confidentiality – Maintain confidentiality without exception.
- Discussion and Dissent – Value and encourage deliberations; however, if there is a notably different course of action, Visitor is asked to inform the Rector, relevant committee chair, President, or senior officer as appropriate.
- Partnership with the President – All Visitors should seek to develop a comfortable working relationship with the President.

BOARD EXPECTATIONS

- Relationships with Internal Constituencies – With faculty, students, and staff, Visitors should be neither distant nor entwined in daily operations. The Board sets and oversees mission, policy, and strategy.
- Relationship with External Constituencies – The Board must speak publicly as a single entity through the Rector or the Rector's designee.
- Conflicts of Interest – Visitors pledge to avoid even the appearance of financial conflict of interest with the University.
- Compliance – We are accountable to one another to honor the standards, practices, and norms described in the Board's Code of Ethics and Statement of Mutual Expectations.



BOARD NORMS



Q&A

Questions and Answers

*Thank
You for agreeing to serve.*