

**BOARD OF VISITORS
FULL BOARD MEETING
December 8, 2022
MINUTES**

1. Call to Order/Establish Quorum

Mr. Devon Henry, Rector, called the NSU Board of Visitors meeting to order at approximately 1:06 p.m.

A quorum was established with a 10-0 Roll Call vote. Below is a list of individuals that attended the meeting.

Participants – Board Members

Mr. Devon M. Henry, Rector
Mrs. Heidi Abbott
Mr. Dwayne B. Blake
Ms. Mary L. Blunt, Vice Rector
Bishop Kim W. Brown, Secretary
Dr. Katrina Chase
Mr. James Dyke
Mr. BK Fulton
Mr. Conrad Hall
Mr. James Jamison
Dr. Harold Watkins, II

Virtual Participation

Mr. Gilbert Bland

Absent Board Members

Mr. Delbert Parks

Participant – Faculty Representative to the Board

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

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. Christopher Stancil, Information Technology, OIT
Dr. Leonard E. Brown, Vice President, Student Affairs*
Ms. Phillita Peebles, Compliance and Audit Administrative Assistant
Ms. Inda Walker, Clerk to the University President/Board Liaison

Observers – NSU Administrators and Staff

Ms. Davida Williams, Auxiliary Services
Mr. Dennis Jones, Executive Budget Director
Mr. Ron King, Office of Information Technology
Mr. Donald Alexander, Former SGA
Mr. Jaylin Drewry, Former SGA President and Representative to the Board of Visitors
Mrs. Ruby Spicer, Director, Procurement Services
Mr. Terry Woodhouse, Director, Capital Planning and Improvements
Ms. Karla J. Amaya Gordon, Controller

2. Virtual Participation

Motioned by BK Fulton and seconded by Mr. Blake that the Board approve virtual participation for Mr. James Dyke until his arrival. The Board unanimously approved.

Motioned by BK Fulton and seconded by Mr. Blake that the Board approve virtual participation for Mr. Gilbert Bland. The Board unanimously approved.

3. Comments

Rector Henry gave a few comments about the Foundation Board Meeting that he had just attended prior to the Full Board Meeting, stating that we are blessed to have such a dynamic Foundation Board, commenting on the great work that they are doing. Rector Henry also thanked Dr. Watkins for his leadership of the Norfolk State University Foundation Board.

Dr. Adams-Gaston added that this is the first time that all of the foundation leaders have come together to share their plans in their support of the university. She also thanked Dr. Watkins for his leadership.

She also thanked the members of the Board of Visitors, reflecting on the past year. She recently attended the SACS meeting, involving her team in preparation for the next review. She thanked her team, stating that she has an amazing team.

4. Consent Agenda

Motioned by Mr. Hall and seconded by Bishop Brown to approve Board minutes for October 13, 2022 and October 14, 2022.

5. Auditor of Public Accounts ReportNoah Johnson

His purpose for presentation is for the fiscal year 2022 Financial Statement Audit. David Rasnic is the project manager and has lots of experience in higher education institutions across the Commonwealth as an auditor. The audit covers fiscal year 2022, which includes July 1, 2021 through June 30, 2022, and is presently in its early stages of planning. The objectives are:

- to determine if the financial statements are presented fairly in accordance with generally accepted accounting principles;
- if the disclosures and the statements are adequate;
- whether management appropriately reviewed the statements;
- whether adequate internal controls exist;
- their material balances and transactions;
- and whether the university is in compliance with applicable laws and regulations.

At the conclusion of the audit, an opinion will be provided to the university. Additionally, a separate report will be issued on internal control and compliance which will include any findings and recommendations. As well, there will be a follow-up on the previous year's recommendations.

6. Faculty Representative to the BoardDr. Geoffroy de Laforcade

Dr. de Laforcade states that teachers are expected to remain abreast of evolutions within their field. Working toward the creation of new programs and the achievement of R2 status, developing a policy of attracting cutting-edge new faculty by supporting scholarship is key. The concerns pertaining to faculty workloads and sabbatical policy are justified because our students come to NSU expecting to learn from active scholars as well as seasoned educators. The sabbatical policy has been the center of attention in faculty discussions and they are about career development.

Regarding undergraduate learning, the trend is in favor of learning communities, interdisciplinary curriculum development, integrative courses (possibly team-taught), capstone courses, service-learning, etc.

Regarding curricular innovation and new graduate programs, institutional funding and planning has emerged as a foremost concern among the faculty.

7. Academic and Student Affairs Update.....Mary Blunt, Chair

Mrs. Blunt expounded on the One School of Public Health:

- This is a partnership between Norfolk State University, Old Dominion University, and Eastern Virginia Medical School.
- Dr. Li-Wu Chen has been appointed Founding Dean of the ONE School of Public Health and he brings over twenty years of academic leadership experience in public health, has authored scholarly work in health services policy, public health systems, and health economics.
- The initial application submission has been submitted to the Council of Education for Public Health (CEPH). The Council for Education and Public Health acceptance of the application starts a review clock for approval of the proposed school. There is also a set self-study on which accreditation will be based. This will include Norfolk State University, Master of Public Health Program.
- The Dean for the school will be located at Old Dominion University with three Associate Deans on each campus.
- Each institution will have their own budget for hiring. We are currently in the process of hiring professors for the program.
- School of Public Health Initiative continues to operate based on the ONE (ODU, Norfolk State, and EVMS) partnership.
- The next step will involve Public Health faculty across the three institutions, conducting several meetings that will subsequently be followed by leadership teams and recommendations to the Provost Council for consideration.
- The original funding for NSU was through donations from Sentara. EVMS and ODU have the faculty they need.

8. Audit, Risk and Compliance Committee UpdateBishop Kim W. Brown, Chair

University Compliance

- NSU has developed and integrated all except three (3) subcategories of the Compliance Ecosystem: Forecasting, Evolving NSU Strategy, and Evolving Needs & Dependencies - all are under development.

- The Environmental Health and Safety Compliance Assessment has concluded with full gap closure anticipated by February 2023.
- The Researcher Compensation and Conduct Compliance Assessment will kick off January 2023.
- Preliminary gaps from the Privacy and Data Security Compliance Assessment indicate:
 - We have no current compliance gaps for Family Educational Rights and Privacy Act (FERPA)-HB1 not included, and American with Disabilities Act (ADA)-web content accessibility.
 - Policies, procedures, and processes are being reviewed and revised as necessary for the Gramm Leach Bliley Act (GLBA) and the Information Security Standard.
 - At this time, NSU does not have policies, processes, or procedures in place for General Data Protection Regulation (GDPR) and the Payment Card Industry Data Security Standard (PCI DSS). We are determining if a policy is necessary. It is possible that NSU may be able to meet the requirements of these compliance obligations by meeting the requirements of some of the other data security and privacy compliance activities already in the pipeline.
 - We believe that we will meet the Federal Information Security Management Act (FISMA) requirements by meeting all the VITA Information Security Standard requirements.
 - University Compliance is collaborating with appropriate departments to identify ownership and processes for FERPA HB-1 – Virginia House Bill 1.

Internal Audit

Mr. Michael Carpenter, University Registrar, presented updates on the implemented corrective actions for the findings from the Summer 2020 Internal Audit of the NSU Degree Clearance Processes.

- Degree Clearance Audits are performed by the Registrar’s Office when a student applies for graduation and their record is reviewed to ensure they meet the requirements for graduation.
- The process was rated as unsatisfactory. Things such as catalog requirements, matriculation policy and grade changes needed to govern the process were not consistently enforced.

- Despite challenges such as resources and COVID -19, 6 out of the 8 corrective actions have been successfully implemented.

Chief Audit Executive provided information on various training opportunities provided campus wide concerning emergency preparedness within the last two years:

- Managing Critical Incidents for Campuses
- Active Shooter
- Hands on Emergency Preparedness -AED, CPR, Stop the Bleed and Disaster Psychology

9. Strategic Finance Update.....Mr. B. Keith Fulton, Chair

- Mr. Fulton started with the quarterly financial report for the first quarter of the current fiscal year that ended September 30, 2022. As of that date, the actual revenues totaled \$183.8 million. Current year-end revenue projections from all sources are estimated to total \$279.5 million, \$10 million of which was received from the Commonwealth of Virginia, July 2022, in support of in-state tuition affordability. Total actual first quarter expenses totaled \$83.3 million, resulting in a positive fund balance of \$100.5 million for the quarter. Fund balance from all sources is projected to be a positive \$32.1 million at the end of the current fiscal year, 2022-2023.
- Amaya Gordon stated that the ARAMICS assessment reported no significant weaknesses were identified that required reporting to the DOA.
- For the Spartan All-Inclusive Learning program, all of the course materials, which reduced the cost of materials for students and ensure that students have all their materials prior to the first day of class, was successful with 100% distribution to students and no opt outs.
- Clery Report - Chief Covington presented the Annual Security Report (ASR), mandated by the Clery Act, requires each higher education institution to publish and distribute criminal statistics by October 1 each year. The ASR provides students and their families with accurate, complete, and timely information about safety on campus so that individuals can make informed decisions about the institution.
- Legislative Update - Mr. Eric Claville reported on various activities around the campus, including University hosting the Lieutenant Governor of Virginia and members of the Senate. Dr. Adams-Gaston reported on capital budget requests that included the Living Learning Center and Dining Facility, Health and Wellness Facility, Lab School, and other projects. Also, Dr. Adams-Gaston will host Senator Creigh Deeds at the end of November.

- Human Resources – Vice President Dr. Justin Moses gave an update on the Cardinal System, which was completed under the leadership of Ms. Amaya Gordon and Dr. Karen Pruden. Training is now underway and approximately 60% of the team has completed the training.
- Vice President Porter presented a five-year fundraising initiative that included major gifts, alumni and annual plan giving, foundations, athletics, and academics. The baseline average projections were for 2022, \$7.9 million; 2023, \$9.1 million; and 2024, \$10 million. The major leadership gifts included Landmark Foundation \$5 million; and Mr. and Mrs. Jim Squires, \$281,255. The five-year endowment projections were 2022, \$81 million; and 2023, \$150 million. The Now is Our Time Campaign, which runs to 2035, has a goal of \$75 million but that will likely increase, as we are already at \$65 million.

10. Governance Committee Update Mr. Dwayne Blake, Chair

- The skills matrix outlines the skills capabilities of the board members and highlights the board members appointed times.
- Four (4) new members were added to the board this year, which added a broad skill set to the NSU Board of Visitors in governance, business, and policy.
 - Their expertise and experience help to close the gaps in the areas of higher education policy, financial management, executive experience, and fundraising.
 - The areas of need as of now are in the fields of legal, sponsored research, and higher education career experience.
- A recap was given of the SCHEV Orientation, which was held October 18 and 19 in Richmond.

11. Public Comments – there were no public comments.

12. Adjournment – The meeting concluded at approximately 3:00 p.m.

Respectfully submitted,

Inda Walker, Board Liaison

Bishop Kim Brown, Secretary
Board of Visitors

NORFOLK STATE UNIVERSITY BOARD OF VISITORS

ROLL CALL VOTE DECEMBER 8, 2022

Item	Mrs. Abbott	Mr. Blake	Mr. Bland	Ms. Blunt	Bishop Brown	Dr. Chase	Honorable Dyke	Mr. Fulton	Mr. Hall	Mr. Henry	Mr. Jamison	Mr. Parks	Dr. Watkins	Totals
Quorum	Present	Present		Present	Present	Present	Present	Present	Present	Present	Present		Present	10-0
Motion to approve virtual participation for Mr. Dyke	Yes	Yes	--*	Yes	Yes	Yes	--	Yes	Yes	Yes	Yes	--	Yes	10-0
Motion to approve virtual participation for Mr. Bland	Yes	Yes	--*	Yes	Yes	Yes	--	Yes	Yes	Yes	Yes	--	Yes	10-0
Motion to approve October 13-14, 2022 Meeting Minutes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	--	Yes	12-0