1. **Call to Order**

Ms. Joan G. Wilmer, Rector, called the NSU Board of Visitors meeting to order at approximately 8:20 a.m. A quorum of the Board was established by an 11-0 Roll Call vote.

**Board Members Present:**
- Ms. Joan G. Wilmer, Rector
- Dr. Deborah M. DiCroce, Vice Rector
- Mr. Devon M. Henry, Secretary
- Dr. Ann A. Adams
- Mr. Dwayne B. Blake
- Mr. Kenneth W. Crowder
- The Honorable Jean W. Cunningham
- The Honorable James W. Dyke, Jr.
- Mr. B. Keith Fulton
- Mr. Larry A. Griffith
- Dr. Tamara A. Jones

**Board Member Absent:**
- Mr. Michael J. Helpinstill

**Faculty Senate Representative to the Board Present:**
- Dr. Lamiaa S. Youssef, Faculty Senate President

**Student Representative to the Board Absent:**
- Ms. Astra Armstrong, SGA President

**Members of the NSU Staff Present:**
- Dr. Melvin T. Stith, Sr., Interim President
- Dr. Leroy Hamilton, Jr., Interim Provost and Vice President for Academic Affairs
- Mr. Gerald E. Hunter, Vice President, Finance and Administration
- Dr. Michael M. Shackleford, Vice President, Student Affairs and Enrollment Management
- Dr. Deborah C. Fontaine, Vice President, University Advancement
- Mr. Marty L. Miller, Athletics Director
- Mr. Harry Aristakesian, Chief Audit Executive
- Mr. Ericke S. Cage, Executive Advisor to the President and Board of Visitors for Policy, Compliance and University Ombudsman
- Mr. Anton Kashiri, Associate Vice President, Facilities Management
- Mr. Robert Turner, Legislative Liaison
Members of the NSU Staff Present: (continued):
Ms. Stevalynn Adams, Assistant Vice President, Communications and Marketing
Mr. Joshua P. Bowerman, Assistant Vice President for Development
Ms. Karla Amaya-Gordon, Assistant VP for Finance and Administration/Controller
Mr. Stan Donaldson, Director, Media Relations
Mr. Dennis Jones, Executive Budget Director
Mrs. Sandra F. Monroe-Davis, Chief Information Officer (CIO)
Mr. Ronald King, Chief Information Security Officer
Dr. Juan Alexander, Executive Director, Admissions
Ms. Faith Fitzgerald, Executive Director, Housing
Mr. Rasool Shabazz, Academic Technology Support Technician
Mr. Obie Smith, Operations Manager, OIT
Ms. Dawn E. Cole, Admin. Program Coordinator, Center for Teaching and Learning
Ms. Kimberly D. Malone, Special Assistant to the VP for Enrollment Management
Ms. Tanya S. White, Executive Assistant to the VP for Finance and Administration
Mrs. Kimberly E. Gaymon, Scheduler/Financial Services Specialist
Mrs. April T. Allbritton, Office Manager/Board Liaison

Faculty Members Present: (various times during the day)
Dr. Mehmet Dagli, Professor, Mathematics
Dr. Anne Fernando, Associate Professor, Mathematics
Dr. Angela Goodloe, Assistant Professor, Secondary Education and School Leadership
Dr. Patricia Mead, Professor, Optical Engineering and Graduate Program Coordinator
Dr. George Miller, Dean, Graduate Studies and Research
Dr. Rasha Morsi, Professor, Computer Science
Dr. Ronald Thomas, Professor, Psychology
Dr. Aurelia Williams, Professor, Computer Science/Cybersecurity

Student:
Melvin Brown, Freshman

Counsels Present:
Ms. Pamela F. Boston, University Counsel
Mr. Ronald Forehand, Assistant University Counsel for NSU Board of Visitors

Guests:
Mr. Peter Blake, Director, SCHEV
Ms. Fran Bradford, Deputy Secretary of Education
Ms. Emily Elliott, Director, Virginia Department of Human Resource Management
Ms. Grindly Johnson, Deputy Secretary of Administration
2. Rector’s Remarks

Ms. Wilmer asked the Board to be succinct in their meetings and to focus on actionable items. She added that at a later date, we will look at a schedule for the upcoming year to ensure everyone is comfortable with the future dates, as we have had quite a few meetings this year.

3. President’s Remarks – Dr. Stith’s comments included:

- Mr. Peter Blake, Director of the State Council of Higher Education for Virginia will arrive later this morning for a special presentation.

- SACSCOC will be on campus next week to conduct the reaffirmation of accreditation process. We are prepared and look forward to a successful visit.

- Yesterday, he and his wife Patricia were in Chicago to participate in an Alpha Kappa Alpha Sorority (AKA) check presentation. The AKAs awarded NSU the first $50,000 of a $100,000 commitment as part of its HBCU Endowment Initiative. These funds will be used to provide much needed scholarships and other financial support to our students. The check was provided to Dr. Fontaine.

- Last month the University held a ribbon cutting ceremony for our new state-of-the-art Hitachi TEM HT7800 microscope. With magnification capabilities of 600,000 times, the TEM can see to near atomic levels. NSU is only the second institution to have this type microscope and will partner with neighboring institutions to share use. Inquiries have been received regarding partnership opportunities from NASA Langley Research Center and Inha University in South Korea.

- Met with NASA Langley Research Center representatives this past Monday to discuss the potential for an NSU campus at their research center site.

- NSU continues to be a thriving center of excellence for the arts. The choirs have been on tour. Our theater company continues to play for sold out audiences.

- The student athletes continue to excel both on and off of the court. For MEAC tickets, please see the Board Liaison.

- On March 11, 2019, the university will officially open “NSU on the Main,” our new state-of-the-art facility in downtown Norfolk. This project would not have been possible without the strong support of Norfolk Mayor Kenny Alexander, the City of Norfolk, our partners at the NSU Innovation Foundation, and Mr. Fulton who serves on this foundation. This facility will help build value added partnerships and create synergies that will spark new innovations. Please contact the Board Liaison if you wish to participate in this event so that the appropriate plans can be made for your participation.
From the General Assembly, NSU is slated to receive $1.4 M in funding to support the critical work of transforming our IT operations. Also, included in the budget is $298,000 to support a new Center for African American Policy.

NSU exceeded its $7M goal for the Annual Giving campaign. Congratulations to Dr. Fontaine, her team, alumni, faculty, staff and friends for their support. The NSU alumni giving rate at the close of 2018 was at 12.8%. The national average is 8%.

The administration is prepared for an orderly transition and will work to ensure that the new president has all the information needed to successfully lead this university.

4. Closed Session

Mr. Henry motioned, seconded by Dr. DiCroce and with an 11-0 Roll Call vote the Board moved to adjourn and reconvene in Closed Session as permitted by §§2.2-3711.A.1 and 4 to discuss the Internal Audit Report regarding the evaluation of performance of university departments or schools where such evaluation will necessarily involve discussion of the performance of specific individuals; and other personnel matters, specifically the performance of certain high level administrators; and

§2.2-3711.A.7 for consultation with legal counsel regarding all of the aforementioned issues, as well as other issues, including pending and potential litigation of which the Board should be made aware.

Dr. Stith was invited to stay for the Closed Session.

Respectfully, the Board recessed from the Closed Session at approximately 10:10 a.m. to hear the SCHEV presentation from Mr. Peter Blake.

5. Open Session/Special Presentation – Higher Education Trends in Virginia and Key Metrics on NSU

Ms. Wilmer introduced Mr. Peter Blake and gave an overview of his leadership at SCHEV where he became the director in January 2012. Mr. Blake previously worked at SCHEV as an associate director overseeing higher education analyses in the areas of faculty and staff compensation, higher education funding policies, academic libraries, distance learning and instructional technology, and student financial aid. In addition, he has worked for the General Assembly as a legislative fiscal analyst. Mr. Blake has a lot of experience as it relates to the education section and he understands how things work in the state of Virginia. Mr. Dyke added that Mr. Blake also served as a former Secretary of Education.
Mr. Blake’s presentation included:

- Accessing the SCHEV website to show that NSU is the first article in this week’s newsletter with the announcement of the new president, “Dr. J.”

- Provided special recognition and congratulations to the Rector as the new leader of the Board and to the Vice Rector and Secretary in their capacity as officers.

- Recognized Dr. Stith for the excellent work he is doing, noting that the Norfolk community, the Richmond community and the communities across the Commonwealth recognize this. SCHEV wants presidents and members of the Board to be advocates for their institutions. Dr. Stith has been a “fierce voice leader for NSU.”

- Shared a handout that provided a snapshot of higher education in Virginia. The snapshot included SCHEV’s roles and responsibilities, information on the higher education system of governance, numbers on headcount, average cost of education, etc.

- Recent legislation:
  - The General Assembly has set aside $52M for institutions not to raise tuition. This will be something that comes before the Board. The funding is relative to your anticipation of what you were going to raise the tuition by looking at institutions’ Six-Year plans. The funding is broken down by institutions.
    
    Dr. Stith stated that $980,000 has been allocated to NSU in regards to this legislation. Also, the legislature designed $15M for need-based financial aid.

  - There is legislation regarding public comment in regards to raising tuition. The Board must take comments at a meeting with at least three members present to give students an opportunity to way in.

    Mr. Griffith asked if the comments could be received through the website. Mr. Blake responded no, the Board must receive live comments.

- Board Governance – Take your job seriously, show up, be prepared and engaged. The expectation is to leave the university in a better place than when you arrived. Recognize your role as an agent of the university as well as the Commonwealth. Other things the Board should do:
  - Continuously seek improvement through training. AGB is a good source.
  - Perform self-assessments annually or biannually.
  - Ask hard questions about the institution’s high priorities.
  - Go through your Bylaws every couple of years.
- Subscribe to the *Chronicle of Higher Education* and other publications. There is a lot of information out there. Educate yourself by reading about what is going on in the higher education landscape.

- Ask your president to do briefing on hot topics.

- Know when to ask questions. More appropriately, the right time and place to ask a particular question. You deserve to get the answers to your questions.

- Speak with one voice. You are only effective as a board that speaks when you speak with one voice not 13 voices. Stay out of the newspapers unless it is good news and take the nose in fingers out approach as part of your responsibility. Trust your president and the administration.

Mr. Blake spoke to the Amazon Memorandum of Understanding (MOU). There is a team in place that is gathering interest from institutions and other agencies and this information is needed fairly quickly. The MOU is a 20 year commitment so if you miss this year you can express interest the following year. Ms. Bradford, Deputy Secretary of Education, may be contacted regarding the MOU.

Mr. Blake answered Mr. Griffith question relating to SACSCOC by stating that SCHEV and SACSCOC work together but it is not a formal relationship. There are limits on what can be shared. He knows Dr. Wheelan personally and they have an open line of communication.

Mr. Blake accessed the SCHEV website to show the Student Outcomes: Reports and Resources webpage that has an array of information. He displayed the headcount comparison for four-year public institutions.

Dr. DiCroce suggested that another column should be added to the table that contains the percentage (how much you are up or down from the previous year). This would save a lot of time of trying to calculate it out. Mr. Blake made note of her suggestion.

Mr. Wilmer talked a little about the internal assessment of the university that is underway. Mr. Dyke introduced Ms. Fran Bradford, Deputy Secretary of Education, Ms. Emily Elliott, Director, Virginia Department of Human Resource Management and Ms. Grindly Johnson (alum), Deputy Secretary of Administration and asked them to stand. These individuals are working with the institution to perform the internal assessment.

Mr. Blake asked if there were any additional questions. He concluded his presentation and was excused at approximately 11:05 a.m.
6. **Closed Session**

The Board took a 10-minute break before going back into Closed Session.

7. **Open Session**

The Board having reconvened in open session, took an 11-0 Roll Call vote on certification that to the best of each member’s knowledge (i) only matters lawfully exempted from open meeting requirements under the Freedom of Information Act were discussed, and (ii) only matters identified in the motion by which the Closed Session was convened were discussed.

8. **Audit Committee Meeting** – The Audit Committee met from 12 Noon to 1:08 p.m.

9. **Concurrent Standing Committee Meetings – 1**

The Academic Affairs Committee met between 1:15 p.m. to 1:45 p.m. and the Student Affairs Committee met between 1:15 p.m. to 1:52 p.m.

10. **Concurrent Standing Committee Meetings – 2**

The Finance and Administration Committee met between 1:55 p.m. and 2:31 p.m. and the University Advancement Committee met between 1:55 p.m. and 2:26 p.m.

11. **Rectors Report**

**Retreat Update** – Ms. Wilmer stated that plans are underway for the Board Retreat to be held May 13-14, 2019. The agenda will include a day and a half of activities. A reception and dinner is planned for the first day off site and the second day will be on campus. External guests have been invited to participate, there will be training provided by AGB, a vetted discussion on the internal assessment and a roundtable discussion that includes former rectors. She asked the leads to adhere to the deadline for their proposed Retreat plans. She would like to be able to get the communications out to invitees in a timely fashion.

Ms. Wilmer noted that Dr. J has travel during those dates that she is trying to maneuver so that she can attend the Retreat.

**Board Budget Report** – Dr. DiCroce reported that the largest expense in the budget is the lodging at $18,536.32. The balance is $13,601.40 with a budget date through June 30, 2019.
Review of the Financial Status and Future Projections for the Athletics Program (2020) – Ms. Wilmer stated that Mr. Hunter has been asked to provide information on this item and to walk us through where we are with the Athletics program. Dr. Stith has provided some insight as well. She has appointed Mr. Crowder as the chair of a Committee that will focus on the financial position only. This item will be discussed at a future meeting.

12. President’s Report – Dr. Stith stated that his chart of activities has been provided and he has nothing new to add.

13. Business

**Academic Affairs** – Mr. Fulton reported that the Committee received an update on the SACSCOC upcoming visit. The team will arrive on Monday and be on campus approximately three days. The SACSCOC visit will include an off-site visit and a visit with members of the Board of Visitors. The university has responded to 100% of the recommendations and is confident that all concerns have been addressed. The SACSCOC decision will be made in December of this year.

- **Good News**
  - NSU was ranked 17 out of 69 institutions that competed in a drone competition.
  - The university opened the Writing Center.
  - The university acquired a hi-powered microscope that sees almost to the atomic level. Only two institutions in Virginia have this capability.
  - The Masters’ of Education Online program was named one of the best online programs by the EDA.
  - The Band is halfway to EGOT status (Emmy, Grammy, Oscar, Tony). The Band was featured in a Grammy-award winning video called Heavy Metal. Mr. Zeus Campbell, actor and NSU alum, wrote a short called “Skin” that won an Oscar.

- **Highlights from the Faculty Senate Report** include that the relationship with the Faculty Senate and the Board continues to improve and that of the administration. The Faculty Senate would like to see an increased reliance on data driven, equitable policies and procedures. They see an opportunity to engage the Board and the new administration, particularly, in the areas of professional development, student collaboration and university policy.

**Audit Committee** – Mr. Fulton stated that the Committee received an update on the status of the Internal Audit Plan with the projects that Mr. Aristakesian is working on. Heard that there have been two new hires: a senior auditor and research compliance auditor. Reviewed the status of open items and some overdue items. Reviewed the results of the Internal Audit
self-assessment for compliance with standards. There has been progress in developing more robust risk management systems.

Dr. DiCroce motioned, seconded by Ms. Cunningham and unanimously approved by the Board that based on the Internal Auditor’s superb performance over the past three years, the Board of Visitors renew the Internal Auditor’s employment contract for another three-year period, reflecting a salary increase consistent with the 2019 actions of the Virginia General Assembly and any additional actions of the Board of Visitors on Administrative and Professional faculty salaries, the specifics of which will be worked out by the Chair or Co-Chair of the Audit Committee.

Finance and Administration – Mr. Blake’s comments included:

- The university is in a positive financial position with year-end projections of $2.7M. Projecting a shortfall of $1.9M for Athletics.
- The projection for spring 2019 is about $1.1M above the target revenue of $26M.
- The performance measures were discussed and the university did not meet three of the six measures, which could potentially impact carryforward funds. The non-compliance has evolved with a drop off in enrollment. A corrective action plan has been done and will be tracked to bring the university back in compliance.
- A legislative update was provided by Mr. Turner, who reiterated some of the legislation reported by Mr. Peter Blake. NSU is scheduled to receive $1.4 million in 2020 for IT operations and approximately $300K for a new Center for African American Policy.
- Received a brief, cliff note update from the Chief Information Officer. We will receive a detailed update at an upcoming meeting.
- There is a recommendation to approve two Intellectual Property concepts that include 1) Modulation of Food Intake Set-Point, and 2) nanowire fabrication methods.

Mr. Blake motioned, seconded by Mr. Dyke and unanimously voted by the Board to approve the two Intellectual Property requests.

Student Affairs – Mr. Henry’s comments included:

- Enrollment is currently at 4,720. The goal for next fall is to be at 5,300.
- There is a 70% fall to fall retention rate for freshman. The average at HBCUs is 68% and NSU’s goal is to be at 85%. With the help of the Student Success Center and an intentional retention plan, the goal is obtainable.
• The new residential facility will be ready with 600 beds in August. Currently, there is
  a 95% occupancy rate with no students at the hotel.
• Sixty-five percent of student athletes are graduating (average 54% for HBCUs) versus
  42% for the student body.
• Kyle O’Quinn, alum and NBA player, donates approximately $20,000 annually
  (matched by the NBA) for a summer school program. The NBA has asked NSU to serve
  as a pilot for this program.
• There is an uptick in positive press, which has helped to secure $3M in guaranteed
  games.
• NSU has the number one female 880 runner and the number one three-point shooter in
  the country.

**University Advancement** – Dr. Jones’ comments included:
• Exceeded the stretch goal of $7M with a total of $7,003,612. The 2019 goal is also
  $7M.
• Seen a large increase in donors. Currently at 12.8% in alumni giving with approximately
  3,000 donors.
• Nineteen endowments were renewed during this period.
• Several naming opportunities will be presented at the next meeting.
• There is 76% giving across the Boards. There will be more opportunities to give.
• Faculty/Staff giving has also improved. Currently at 86%.
• Please look along the Interstates as you travel home this afternoon to see the new
  billboard campaign. This is more exposure for the university directed at each local city.
• Board members are encouraged to participate in campus events. You are invited to
  attend the Cyberpsychology conference that will occur on campus in July; the Green
  and Gold Ball on April 27; the Distinguished Alumni Award Dinner on May 3; and
  Commencement on May 4.

14. **Consent Agenda**

Mr. Griffith motioned, seconded by Mr. Dyke and unanimously voted by the Board to
approve the minutes of the January 28, 2019 Special Board of Visitors Meeting.
15. New Business

Mr. Dyke motioned, seconded by Ms. Cunningham and unanimously voted by the Board to approve the following minutes:

- Presidential Search Committee Meeting Minutes January 28, 2019
- Presidential Search Committee Meeting Minutes February, 2019
- Presidential Ad-Hoc Scheduling Committee Minutes January 8, 2019

Standing Committees and Ad-Hoc Committees – Ms. Wilmer thanked those who have stepped into leadership roles as the committees are rebalanced. The following changes are in addition to what has been sent out to members of the Board by the Board Liaison:

Ad-Hoc President’s Goals/Evaluation Committee Members
Dr. DiCroce
Mr. Griffith
Mr. Henry

Executive Committee Members
The three officers (Ms. Wilmer, Dr. Dicroce and Mr. Henry)
Mr. Dyke
Ms. Cunningham

Ms. Wilmer announced that Dr. J is doing well post surgery.

Ms. Wilmer publically thanked Dr. Fontaine and Mr. Cage for getting the presidential announcement out.

Ms. Wilmer thanked each member of the Board, noting that Board service is volunteer and sometimes forgotten. We are here because we care about this university and we are here to support and serve the university and its leaders. She thanked members of the Board for taking on some heavy responsibilities. “You are appreciated. Thank you for your service.”

Mr. Griffith made a formal statement as follows:

“Thank you members of the Board, Dr. Youssef and Ron for your work on the identification and selection of Dr. J, the 7th President of Norfolk State University.

There are two individuals I’d like to recognize, first Ron for his steadfast assistance in every aspect of the search. His attention to detail, flexibility, alacrity related to the many tasks and his legal acumen were central to the process and successful outcome. Thank you Ron.”
The other is Dr. Deborah DiCroce. Several years ago, not long after my first tenure on the Board, I mentioned to Debbie that I hoped to learn from her. So when our former Rector asked if I’d work with Debbie on the search, I jumped at the opportunity. I’m so glad I did.

In every regard, Debbie is extraordinary. This search is successful in its outcome in significant part due to her exemplary leadership. Her humor, grace, sharp intellect, sound judgement, substantive experience, generosity of spirit, purpose and resources, unending patience and ability to draw the best out of the search firm and Committee are just some of the wide ranging qualities and abilities she brought, full bore, to the search. And even when she could not be there, her framing set the path on which we continued to travel. I don’t have the time to share the myriad details she managed, numerous documents and messages she authored and edited and calls and personal interactions she fielded as the person most local to the task.

Please join me in my expression of deep gratitude for everything she did to assure NSU a successful presidential search and an outcome about which we are all proud.”

16. Adjournment

Board members were asked to pick up their shirts for the Retreat.

There being no further business, it was properly motioned, seconded and unanimously approved to adjourn the meeting at 4:26 p.m.

Respectfully submitted,

_______________________________
April T. Allbritton, Board Liaison

_______________________________
Devon M. Henry, Secretary
Board of Visitors
## NORFOLK STATE UNIVERSITY BOARD OF VISITORS
### ROLL CALL VOTE MARCH 1, 2019

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<th>Item</th>
<th>Dr. Adams</th>
<th>Mr. Blake</th>
<th>Mr. Crowder</th>
<th>Ms. Cunningham</th>
<th>Dr. DiCroce</th>
<th>Mr. Dyke</th>
<th>Mr. Fulton</th>
<th>Mr. Griffith</th>
<th>Mr. Helpinstill</th>
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2019 BOARD RESOLUTION

NORFOLK STATE UNIVERSITY BOARD OF VISITORS
RESOLUTION TO APPROVE
INTELLECTUAL PROPERTY REQUESTS

WHEREAS, the proposed Intellectual Property Requests have been carefully reviewed by the Norfolk State University administration; and

WHEREAS, the University administration has determined that the proposed Intellectual Property Requests reflect the highest needs and initiatives of the University and are aligned with the mission of the University; and

THEREFORE, BE IT RESOLVED, that after due consideration and careful review by the assigned staff, the Vice President for Finance and Administration, the University President, and by University Counsel for legal sufficiency, and upon the recommendation of the Board’s Finance and Administration Committee, the Norfolk State University Board of Visitors approves this resolution for the Intellectual Property Requests as presented this 1st day of March, 2019.