

BOARD OF VISITORS
New Member Orientation
700 Park Avenue, Norfolk, VA 23504
Student Center, 3rd Floor, Suite 301
September 18-19, 2019

MINUTES

SEPTEMBER 18, 2019

1. University Founders Day Breakfast

The new members of the Board of Visitors (listed below) were present for the university's Founders Day Breakfast, which started at 7:30 a.m. in Joseph Echols Memorial Hall. Remarks, greetings and various affirmations were made by program guests. The keynote speaker, Mr. Andrew Gillum, Chair of Forward Florida, gave an inspiring speech. The breakfast concluded at approximately 9:25 a.m.

Board Members Present:

Ms. Mary L. Blunt
Bishop Kim W. Brown
Dr. Harold L. Watkins, III

2. Attendance for the New Member Orientation – Day 1

The following is a list of attendees that were either present all day, or at various times on September 18, 2019.

Board Members Present:

Ms. Joan G. Wilmer, Rector
Ms. Mary L. Blunt
Bishop Kim W. Brown
Dr. Harold "Harry" L. Watkins, II

Faculty Senate Representative to the Board:

Dr. Anne M. Fernando, Faculty Senate President

Members of the NSU Staff Present:

Dr. Javaune M. Adams-Gaston, 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. Shackelford, 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

BOARD OF VISITORS

New Member Orientation

September 18-19, 2019

Page 2

Members of the NSU Staff Present: (continued):

Mr. Anton Kashiri, Associate Vice President for Facilities Management

Mrs. Kimberly E. Gaymon, Scheduler/Financial Services Specialist

Mrs. April T. Allbritton, Office Manager/Board Liaison

Mr. Rasool Shabazz, Academic Technology Support Technician

Counsels Present:

Ms. Pamela F. Boston, University Counsel

Mr. Ronald Forehand, Assistant University Counsel

3. Welcome and What to Expect

Dr. Adams-Gaston stated that she is extremely honored to be here in this place at this time, as the 7th President of Norfolk State University. She welcomed and thanked the new Board members for their commitment to serve and is encouraged by the caliber and support of the Board. The university has an opportunity to do great things with the Board's support and she looks forward to working with each one of them. Board members are free to contact her anytime with questions.

Dr. Adams-Gaston expressed gratitude for the executive leadership team, the faculty senate president, her staff and counsel for their assistance during the transition.

Ms. Wilmer stated that "it takes a village to run this school," and the university is fortunate to have Dr. Adams-Gaston in the leadership position. Ms. Wilmer also expressed appreciation for the work of staff, counsel and the faculty senate president. She spoke to the redesigned format of the orientation session and how the decision to improve this training came about. The agenda has been structured not only to provide an opportunity to learn about the university, but also to learn about the experience, which will empower each member to provide "thought leadership."

Mr. Cage, the staff leader for the orientation, asked the new members to share any questions or concerns with him that may arise during their time on campus.

4. Campus Tour

The new Board members and Mr. Forehand participated in the campus tour led by Mr. Anton Kashiri, Associate Vice President for Facilities Management.

Action: Bishop Brown strongly recommended that the university seek to partner with Sentara with the assistance of Ms. Blunt in respect to the nursing program. Sentara is the leading healthcare provider in this region and this is the first time that Ms. Blunt has visited NSU's nursing facility.

BOARD OF VISITORS

New Member Orientation

September 18-19, 2019

Page 3

5. Board Structure, Culture, Expectations, and Norms and Tying it All Together – Key Takeaways and Next Steps

Ms. Wilmer's presentation included information on the structure of the Board, how members are appointed, the difference between a regular term and an unexpired term, the Bylaws that govern the Board and the Board's authority, the meeting schedule for the year, affiliated foundations, and a discussion on the committees of the Board both standing and ad-hoc.

Other topics included the initiatives that are being implemented as a result of the Board Retreat and training. The Board will act on some advice from Rick Legon, currently the past president of the Association of Governing Boards (AGB), who led the training for the Board in May. Ms. Wilmer stated that there is a proposal from Mr. Legon and his team to work with the Board and counsels as a consultant to change our model for the better. Dr. Adams-Gaston has worked with different boards and will provide input as well. Bishop Brown's board experience was also mentioned as a source of input.

There was a brief discussion on tenure requirements and if the process varied by departments. Under NSU's Teaching Faculty Handbook the requirements for each school is the same although you may have faculty from different schools as part of the evaluation process.

There was also a brief discussion on Board attendance, the new requirement of having Board materials available two weeks in advance of a meeting and being prepared for discussion. Ms. Wilmer stated that the Board wants to be comfortable in what will keep the university viable. Dr. Adams-Gaston is here at a time the university is going through a "period change and a culture shift." The Board has asked the university to create a dashboard which will be presented at the October 11, 2019 meeting.

Mr. Forehand talked about the Code of Ethics – Statement of Mutual Expectations and noted that all new members must sign the document. Ms. Allbritton noted that this has been completed by the new members.

Dr. Fernando was asked to provide remarks. She spoke on all of the transitions during the past seven years. Faculty are looking for direction from the President and the Board.

6. State of the University

University President – Before starting, Dr. Adams-Gaston asked members of executive management to introduce themselves including counsels.

Dr. Adams-Gaston's comments centered on leveraging the forward momentum that the university is experiencing to ensure that NSU is best positioned for growth and success. She briefly discussed what an "An HBCU for the Modern World" would look like." The goals are:

BOARD OF VISITORS

New Member Orientation

September 18-19, 2019

Page 4

- Student Success – A high quality, high touch learning experience that is transformative for all students.
- Institutional Excellence – An organization that embraces new technology and that is constantly evolving to meet the emerging needs of students.
- Access and Affordability – A University that changes the trajectory of whole families by making a high quality higher education accessible to all who are willing to work hard and take charge of their future.
- Growth and Sustainability – A highly nimble organization that manages public resources well, rapidly transforms to meet the needs of today's students, and advances a compelling narrative that will inspire the financial support of public and private donors.

Dr. Adams-Gaston also talked about affordability and access for all, diversity, growth and sustainability, the university's capital outlay requests and the Six-Year Plan. She also talked about pushing internships for all students, a mentorship program with members of executive management with high-risk students and finding ways to invest in people (professional development).

Dr. Watkins asked if the university has a legislative liaison. Dr. Adams-Gaston responded yes and she has met with some legislators about the university's needs with others to follow. Dr. Watkins offered to provide assistance during the upcoming General Assembly session.

Interim Provost and Vice President, Academic Affairs – Dr. Hamilton stated that Academic Affairs is focused on student success in line with the priorities of the university. The university had a successful SACSCOC Reaffirmation Visit in March. The official announcement for reaffirmation will occur later in the year. Other remarks centered on the evaluation of academic programs and two new programs that will come before the Board for consideration at its meeting in October. In addition, he gave a brief overview of the Center for Teaching and Learning, the Writing Center and the Student Success Center along with describing the First Day Success Program, the launch of the online Master of Healthcare Graduate Program and the strides being made in Cybersecurity and relationship with the Faculty Senate. Several videos were shown of student success stories.

Vice President, Finance and Administration – Mr. Hunter listed the areas under his purview and noted that Human Resources and Information Technology will move under the new vice president for operations. There was significant discussion on whether the budget should be considered a fluent process. Mr. Hunter noted that there are a lot of moving parts with the number of students, vacancies, directives from the state and the president, etc. during the course of the year. However, the bottom lines remain consistent. He provides an update to the Board every quarter on the financials. The university's fiscal year is July 1 to June 30. In lieu of time,

BOARD OF VISITORS

New Member Orientation

September 18-19, 2019

Page 5

Mr. Hunter indicated that he would provide more detail at the meeting in October to address the questions raised by the new members regarding excess dollars, etc.

Student Affairs & Enrollment Management – Dr. Shackleford spoke on retention and progression and gave a snapshot of the fall enrollment. The percent change in enrollment is 5,204 to 5,616 as of September 12, 2019, which is an upward change of 7.9%. This year, there is 144 students that are eligible for the Presidential and Provost Scholarships. This is up 26.3% which shows that honor students are interested in Norfolk State University. Dr. Shackleford also spoke to the number of applications received in response to Bishop Brown's question.

Vice President, University Advancement – Dr. Fontaine's report included select achievements within her area like the new institutional logo and tagline that was launched in 2016, a refreshed athletic logo that will be launched next year and the redesign of the university's website that took place in 2017. A comparison was provided from 2014-2018 on the percentage of donors giving to the university and the alumni giving history of \$1M for five consecutive years. The university is at 47% of its \$7M goal for this calendar year. University Advancement plans to host 14 alumni receptions through mid-2020. The president's inauguration is scheduled for April 2020 and the university will gear up for a capital campaign. There was a brief conversation on what monies (endowments, capital funding, general fund, advancement funds and auxiliary dollars) are managed by the NSU Foundation, University Advancement and Finance and Administration and whether these dollars can be mixed.

Recommendation: Share a copy of the MOU between the university and the NSU Foundation with the new members.

Dr. Fontaine stated that the Communications and Marketing department is being moved from her division' which is a good thing as it allow for more focus on fundraising.

7. **Board Member Roles, Responsibilities, and Legal Obligations** – Ms. Boston provided each new Board member with a binder of information that included her resume, a 95 page legal PowerPoint presentation, a presentation on FOIA and a copy of the Board's Bylaws.

Ms. Boston briefed the new members on:

- The organizational structure of the Attorney General's Office and the University Counsel's Office;
- The purpose/responsibilities of the University Counsel's Office;
- The Board's powers and responsibilities;
- Federal and state laws that affect the Board;
- Board-related items as they pertain to the Appropriations Act and the Code of Virginia; and
- Information on the Conflict of Interest.

BOARD OF VISITORS

New Member Orientation

September 18-19, 2019

Page 6

Ms. Boston also brought to the attention of the new members laws that were passed this year (see slides 92-94). The first is that public comment has to be provided on increase in tuition and fees. A policy has been drafted that is on the October agenda for approval. Currently, the Board does not provide any time for public comment and this statement is written on the bottom of each agenda.

SCHEV has to provide educational programs for governing boards on student debt trends and a Board member's primary duty to the citizens of the Commonwealth.

The governing board of each institution has to report annually on September 1 to the chairmen of the House Committees on Appropriations and Education and the Senate Committees on Finance and Education and Health the salary by position of any executive officer that exceeds the salary limit of the chief executive officer.

Virginia Freedom of Information Act (FOIA) – Mr. Forehand provided information that the new Board members should be cognizant of as follows:

- Three-day notice for all meetings and all meeting sites must be noticed on the agenda and all sites are open to the public. A majority of members must be at one site. For the full Board, the majority is seven. Board members may participate twice annually by conference call for personal reasons; however, participation must be approved by the Board and the member must state the reason and the location of the call.
- Do not delete email messages and keep your handwritten notes pertaining to the Board. All this information is FOIABLE. A FOIA request does not have to be a written request. It can be an oral request. Report any requests immediately to Rector, President or Board Liaison.
- Closed Meeting exemptions are to be stated before going into the meeting. Each Board member is required to certify that he/she adhered to the subject matter as stated.
- Do not use "Reply All" to emails to avoid creating an illegal meeting. Alternatively, use the "BCC" function.
- Liability and liability insurance (Board members are covered up to \$2.25 M by the Commonwealth). There has been no incident where a member or Board was successful sued.
- A copy of "What Every Board Member Absolutely has to Know about FOIA" is included in the back of the binder.

8. Adjournment

There being no further discussion, Day 1 of the orientation ended at 5:43 p.m.

- 9. Board Dinner** – The new Board members along with both counsels and the Faculty Representative to the Board enjoyed dinner with Dr. Adams-Gaston. Ms. Wilmer arrived later into the dinner due to prior appointment.

SEPTEMBER 19, 2019

10. BoardEffect Briefing

A brief overview of BoardEffect was provided by Mrs. Allbritton, who shared tips for navigating the web-based version of the software. A video from the BoardEffect library was used to inform members how to download, access and navigate the BoardEffect app. The video, along with other resources on the use of this portal is available at any time within the BoardEffect platform. Each member was able to log on to their devices and access the software.

11. 84th Founders Day Ceremony and Freshman Convocation

Members of the Board, Dr. Adams-Gaston and staff members transitioned to the Wilder Center for the university's Founders Day Ceremony and Freshman Convocation. The keynote speaker was Mr. Larnell B. Exum, Director of Travel, Security and Facilities Committee on Transportation and Infrastructure for the United States House of Representatives.

12. Lunch and Learn with Student and Faculty Leaders – The following faculty and students attended lunch and participated in a question and answer session led by Dr. Annie Perkins, Professor of English, Department of English and Foreign Languages.

The questions posed included:

To the Students:

- What would you like our new Board members to know about your experience at Norfolk State University thus far?
- What kind of academic challenges have you faced, and how have you dealt with them?
- What else might the university provide to promote and facilitate your progress at the university?

To the Faculty:

- What would you like the Board members to know about your interactions with students as a professor and as a mentor?

To members of the Board:

- Based on your own life and professional experiences, what suggestions or advice can you offer to help students succeed?

BOARD OF VISITORS

New Member Orientation

September 18-19, 2019

Page 8

Below is a list of faculty and students in attendance:

Faculty

Dr. James Curiel, Associate Professor, Sociology
Dr. Anne Fernando, Associate Professor, Mathematics
Dr. Ashley Haines, Associate Professor, Biology
Dr. John Kamiru, Associate Professor, Accountancy,
Finance and Information Management System
Dr. Kathy Thomas, Associate Professor
Dr. Lamiaa Youssef, Professor, English and Foreign
Languages

Students

India Lewis, SGA Vice President
McKinley Lowery, Freshman
Jeremiah O'Bryant, SGA Parliamentarian
Elita Rushin, SGA Executive Administrator
Shaniece Thomas, SGA Chief Justice
Gilbert Cassanova Williams, IV, SGA
Business Manager
Linei Woodson, SGA President

Faculty, students and members of the Board were very open with their responses.

Ms. Wilmer and Dr. Adams-Gaston closed the luncheon by thanking everyone for their participation and advising the seniors that now is the time to apply for a job before the rush that occurs after graduation.

- 13. Internal Audit Overview** – Mr. Aristakesian shared the “who we are and why” of Internal Auditing. The Internal Audit team identifies risks that may keep the university from achieving its goals, informs leaders of these risks and proactively provides recommendations to help reduce those risks. This area enhances and protects the integrity of university operations and processes. The area has a broad focus with reviews that include:

- Governance
- Strategic
- Operational
- Internal Controls
- Risk Management
- Financial
- Compliance
- Information Technology

In response to Ms. Blunt, Mr. Aristakesian stated that some of the hot button items from the College and University Auditors of Virginia (CUAV) include physical security, IT, cybersecurity and academic programs. From the Attorney General’s Office review, it is time and effort reporting (time keeping).

Mr. Aristakesian stated that although there is a state hotline, an internal hotline has been established on campus so that employees can come to or call his office with issues. There was brief discussion on what is categorized as a true personnel issue.

Mr. Aristakesian shared a copy of the Internal Audit Charter and two documents relating to the Internal Audit Plan. In response to other questions, he explained the relationships

BOARD OF VISITORS
New Member Orientation
September 18-19, 2019
Page 9

between his office, the State Auditor, the Office of the Inspector General, and the State Police.

- 14. Survey** – Mr. Cage handed out a survey that was completed by the new Board members and the Faculty Representative to the Board.

15. Adjournment

There being no further discussion, Day 2 of the orientation ended at 3:04 p.m.

Respectfully submitted,

April T. Allbritton, Board Liaison

Devon M. Henry, Secretary
Board of Visitors