

BOARD OF VISITORS
BOARD MEETING
700 Park Avenue, Norfolk, VA 23504
Student Center Board Room, Suite 301
December 13, 2019

MINUTES

1. Call to Order

Ms. Wilmer, Rector, called the NSU Board of Visitors meeting to order at approximately 8:16 a.m. A quorum of the Board was established with a 10-0 Roll Call vote.

Board Members Present:

Ms. Joan G. Wilmer, Rector
Mr. Devon M. Henry, Secretary
Ms. Mary L. Blunt
Mr. Dwayne B. Blake
Bishop Kim W. Brown
The Honorable Jean W. Cunningham
The Honorable James W. Dyke, Jr.
Mr. BK Fulton
Mr. Larry A. Griffith
Dr. Tamara A. Jones

Board Member Absent:

Dr. Deborah M. DiCroce, Vice Rector
Mr. Michael J. Helpinstill
Dr. Harold “Harry” L. Watkins, II

Faculty Senate Representative to the Board Present:

Dr. Anne M. Fernando, Faculty Senate President

Student Representative to the Board Present:

Ms. Linei S. Woodson, SGA President

Members of the NSU Staff Present:

Dr. Javaune Adams-Gaston, President
Dr. Justin L. Moses, Vice President for Operations and Chief Strategist for Institutional Effectiveness
Dr. Leroy Hamilton, Jr., Interim Provost and Vice President for Academic Affairs
Dr. Carl W. Haywood, Chief of Staff
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

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Members of the NSU Staff Present: (continued):

Ms. Stevalynn Adams, Assistant Vice President, Communications and Marketing
Dr. Juan M. Alexander, Associate Vice President, Enrollment Management
Mr. Ephraim J. Bennett, Assistant Director, Institutional Research
Mr. Stan Donaldson, Director, Media Relations
Ms. Karla Amaya Gordon, Assistant VP for Finance and Administration/Controller
Dr. Davida M. Harrell-Williams, Director, Auxiliary Enterprises & Services
Mr. Wayne L. Ivey, Jr., Director, Military Services and Veterans Affairs
Ms. Crystal D. Jenkins, NSUF Accounting Manager
Mr. Dennis Jones, Executive Director, Planning and Budget
Ms. Ruby M. Spicer, Director, Procurement Services
Mr. Robert Turner, Legislative Liaison
Mr. Rasool Shabazz, Academic Technology Support Technician
Mr. Obie Smith, Operations Manager, OIT
Ms. Tanya S. White, Special Assistant to the President
Mrs. Kimberly E. Gaymon, Scheduler/Financial Services Specialist
Mrs. April T. Allbritton, Office Manager/Board Liaison

Faculty Members Present: (afternoon session)

Dr. Malikah Abdullah Israel, Professor, Chair and Associate Professor, Biology
Dr. William Alexander, Professor, History, Interim Director, International Programs
Dr. Moncef Belhadjali, Professor, School of Business
Mr. Glenn Carrington, Dean, School of Business
Dr. Jim Chen, Associate Dean, Professor, School of Business
Dr. Elizabeth Dungee Anderson, Interim Dean, School of Social Work
Dr. Ashley N. Haines, Associate Professor, Biology
Dr. Dorothy L.R. Jones, Director, Extended Learning
Dr. Michael Keeve, Dean, College of Science, Engineering and Technology
Dr. Berkley King, Assistant Professor, Secondary Education and School Leadership
Dr. Aliecia McClain, Director, DNIMAS, College of Science, Engineering and Technology
Dr. George E. Miller, Dean, Graduate Studies and Research
Dr. Rasha Morsi, Professor, Computer Science
Mr. Chinedu Okala, Interim Dean, Honors College
Dr. Andrea P. Neal, Associate Vice Provost for Academic Engagement
Dr. Cassandra L. Newby-Alexander, Dean, College of Liberal Arts
Dr. Leon Rouson, Interim Dean, School of Education
Dr. Ronald Thomas, Professor, Psychology
Mr. Claude Turner, Associate Professor and Chair, Computer Science
Dr. Aurelia Williams, Professor, Computer Science; Director, Cybersecurity Complex
Dr. Lamiaa S. Youssef, Professor, English and Foreign Languages
Dr. Enrique Zapatero, Vice Provost

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Counsels Present:

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

Ms. Deb Love, Senior Assistant Attorney General, Education Section Chief

Guests for Lunch:

The Honorable Louise Lucas, Senator

The Honorable Lionell Spruill, Senator

The Honorable Lamont Bagby, Delegate

The Honorable Cliff Hayes, Delegate

2. President's and Rector's Remarks

Dr. Adams-Gaston welcomed the Board back to the university and expressed appreciation for the work they are performing on behalf of the university.

Ms. Wilmer stated that the agenda is slightly different. Presentations will be made to the full Board through an executive approach. She asked the Board to provide feedback on this approach as the stage is set for 2020. The Board will concentrate on where we are focused and where are our priorities. Expect to hear more about the consultant work to improve Board operations and effectiveness.

Ms. Boston introduced Ms. Deb Love, the new Education Section Chief from the Office of the Attorney General. Ms. Love is not new to the Attorney General's Office. She formerly served as the in-house counsel for the College of William and Mary.

A small token of appreciation was provided to the Board. Dr. Adams-Gaston stated that being a member of a Board herself, she recognizes the time and effort that is required to serve. As President, she is committed to providing the Board with the knowledge needed to serve in this governance capacity. During the last six months, everyone has worked extremely hard and done an excellent job.

3. Closed Meeting

Mr. Henry motioned, seconded by Mr. Blake, the Board unanimously approved to go into Closed Meeting pursuant to Section 2.2-3711.A.1 to discuss personnel matters including assignment, appointment, promotion, performance, demotion, salaries, disciplining, or resignation of specific public officers, appointees or employees; and more specifically to discuss the (1) presidential goals and objectives; (2) the football coach contract; (3) the Internal Auditor's report and other matters, which may also involve evaluation and performance of departments or schools that will necessarily involve the discussion of specific employees; (4) president's house update; and Section 2.2-3711.A.7 for consultation

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with legal counsel regarding all of the aforementioned issues, as well as other issues, including developments in pending and potential litigation of which the Board should be aware.

Ms. Love was asked to remain for the Closed Meeting. Dr. Adams-Gaston was excused from the beginning of the session. Mr. Aristakesian and Mr. Hunter were invited to participate as directed.

4. Open Meeting

The Board having reconvened in the Open Meeting, took a 9-0 Roll Call vote on certification that (1) only public business matters lawfully exempted from open meeting requirements, and (2) only such public business matters as were identified in the motion by which the Closed Meeting was convened were heard, discussed or considered in the meeting by the Board. Any member of the Board who believes that there was a departure from the requirements as stated above, shall so state prior to the vote, indicating the substance of the departure that in his, or her judgment, has taken place.

Mr. Henry motioned, seconded by Bishop Brown, the Board unanimously approved that the Executive Summary prepared by Twitty Legal Consulting dated June 20, 2019 at the request of the Board of Visitors, which was discussed in the Closed Meeting be released to the NSU Human Resources Office for its information, consideration and possible appropriate action.

5. President's Report – Dr. Adams-Gaston made the following comments:

- Working hard to expand NSU's resource base and visibility.
- Enrollment is 5,601, a 9% increase, which is the highest in six years.
- Hearing directly from students through Town Hall and Executive Council meetings.
- Engaging students and faculty. Thanked Dr. Fernando for her support with the Faculty Senate. Had a number of one-on-one meetings with faculty and hearing about all the great things they are doing. Has an open door policy; however, her schedule has been extremely busy so everyone has not been able to see her as they stop by. Please continue to try to get on her calendar.
- The university received formal notification from SACSCOC that we have successfully secured reaffirmation of accreditation for ten years without any monitoring.
- NSU is one of eleven universities that signed the Tech Talent Pipeline Memorandum of Understanding (MOU). This initiative will create 31,000 computer science graduates over the next 20 years.

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- The Lumina Foundation Grant of \$500,000 was awarded to the Commonwealth of Virginia to help increase the educational achievement for Latino and African American students by five percent over the next four years. Mr. Peter Blake, Director of SCHEV, has asked her to nominate someone from NSU to serve on the group for this initiative.
- The new CyberPsychology online masters' degree program is the first of its kind in the nation and the program has been approved by SCHEV.
- Working with the City of Norfolk and the Greater Norfolk Corporation focusing on internships. Enforcing that our students should not leave this institution without at least one internship.
- Participated in a taping for the Pharrell Williams' promotional piece for "Something in the Water." Of note, the owner of the film company informed her how impressed he was with the student intern from NSU, which he would rate her in the top 10 of the over 1,000 students that have interned there. The owner has reached out to offer more internship opportunities to NSU.
- Newest management hires include:
 - Dr. Justin Moses, Vice President for Operations and Chief Strategist
 - Vincent Moore, Chief of Police and Director of Public Safety
 - James Robinson, Executive Director, Institutional Equity (effective January 2020)
- Performing national executive searches using national search firms.
- Changed the Human Resources department head position from Director to Assistant Vice President. This position will report to Dr. Moses.
- Legislative Advocacy – The Future Act passed, which is good news for the university.
- Attended the Governor's Economic Development Announcement.
- Had individual meetings with many legislators and other government officials. All have been positive.
- Played only one of three videos from Capitol Hill in lieu of time. Video # 1 – Senator Tim Kaine on the floor of the U.S. Senate for the Future Act advocacy. Video includes a statement from Dr. Adams-Gaston and NSU's SGA President, Ms. Woodson.

The meeting was recessed at 11:50 a.m. to have lunch with external guests. Ms. Wilmer asked Dr. Adams-Gaston to resume her presentation once she returned to the meeting.

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- 6. Lunch with Invited Guests** – Lunch started at approximately 12:10 p.m. in G.W.C. Brown Hall, Suite 230. Dr. Adams-Gaston welcomed the guests. Each said a few words followed by the Rector. After lunch, pictures were taken.

The Board and staff members were excused and returned to the Student Center Board Room, Suite 301. Dr. Adams-Gaston remained with the guests.

- 7. Standing Committee Reports** – Committee reports to the full Board.

Academic Affairs Report – Dr. Hamilton comments included:

- SASCOC Conference – NSU made two presentations at the conference for the work it had done under the new SACSCOC standards. NSU's accreditation was reaffirmed for ten more years and the university received no recommendations for its QEP, no recommendations on the standards and no future monitoring. An article in the *HBCU Digest* on this achievement provided national recognition for the university.
- A Center for Integrated Sciences, Engineering and Mathematics Education (CISEME) will help to close the gap in teacher shortage within the state. A Conceptual Framework Team has been put together comprised of faculty from each department in the College of Science, Engineering and Technology. The Center will provide K-12 Outreach, K-12 Professional Development and Pre-College Bridge Programs. Dr. McClain spoke on how the STARS program will be fused into the Center.

Mr. Dyke made Dr. McClain aware of a K-12 grant from the Go Virginia State Board that is in partnership with Loudoun County Public Schools and Chesapeake Public Schools for Computer Science.

Recommendation – Dr. McClain should reach out to Chesapeake Public Schools regarding the Go Virginia grant.

Responding to Ms. Blunt, Dr. Hamilton stated that this Center will help to close the gap for teacher shortage, in particular for science teachers in response to the Governor's initiative. Also, NSU will seek to offer a BA degree in Education.

- For the Tech Talent Investment Program, NSU will receive \$5M over a course of 20 years. Dr. Keeve spoke briefly on the program that will increase graduates in computer science, computer engineering and software engineering. NSU must produce 121 new graduates during the 20 year time period.
- The Master of Science in CyberPsychology program has been approved by SCHEV and will begin in fall 2020.

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Faculty Senate Report – Dr. Fernando’s comments included:

- The faculty state of affairs is very positive interacting and having time with Dr. Adams-Gaston. Some faculty have met with Dr. Adams-Gaston individually with other interactions through Faculty Senate and Executive Council meetings.
- Meetings held with Dr. Moses, a number of the deans, Dr. Neal and the Director of the Patricia Stith Student Success Center.
- Faculty are also interacting with the Student Government Association with building relationships with the students and attending Town Hall meetings. Dr. Fernando and Ms. Woodson have had conversations on how faculty can communicate with students outside of the classroom and vice versa.
- Faculty are cooperative, synergistic and working to resolve issues through the appropriate channels.

Ms. Wilmer stated that this Board fully supports and has confidence in the university and its leadership, which helps to drive the product of education. Faculty are empowered to go directly to the leadership rather than the Board.

- Faculty want a healthy, functional environment. Currently, see improvements in shared governance, but still looking for additional improved communication and transparency.
- Have not had much time to work on salary disparities, but have made some improvements in the evaluation process in talking with the Provost.
- Faculty are aware that abundant positive change is taking place for the university. They understand that the examination of concerns will take time to put things properly into place, and they agree with that.
- Faculty are energized that the Board has provided Dr. Adams-Gaston the power to move, govern and shift the culture.

Responding to Mr. Dyke, Dr. Fernando stated that the Academic Compliance Committee is active and working. She has worked with the Provost to ensure that faculty seats have been filled for the University Review Committee, the Compliance Committee, Academic Council and the Graduate Council. A description is being developed for the new International Committee. Also, every College has its own committee.

There being no additional questions, a motion was made to approve the minutes.

Mr. Fulton motioned, seconded by Bishop Brown, the Board unanimously approved the Academic Affairs Committee minutes for October 11, 2019.

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Student Affairs Report – Dr. Shackleford’s report included the following:

- Introduced Dr. Juan Alexander, Associate Vice President for Enrollment Management, formerly the Executive Director of Admissions.
- The Census number is 5,600. Anticipate spring enrollment to be at 5,000. If we are able to keep those students for next fall, we will achieve our enrollment projection.

Responding to Ms. Blunt, Dr. Shackleford stated that the decrease for spring includes regular attrition and fall graduation.

Responding to Mr. Dyke, Dr. Shackleford stated that he will convene a group to discuss the impact of the free tuition and fees for students in rural areas to attend community college, as well as discuss how this can help NSU to gain upper level students.

- As of December 11, 2019, the admitted students for fall 2020 is 1,670. This is ahead of last year’s recruiting numbers. If this growth is sustained, housing will be a concern. No students will be housed at the hotel for the spring; however, it is anticipated that the university will have to house some students at the hotel for fall 2020.

Responding to Ms. Blunt, Dr. Shackleford stated that in three years the estimated enrollment will be 6,200. The master plan calls for a new dorm, but our debt ratio may not allow for it at this time. Mr. Hunter stated that a future discussion with the Finance and Administration Committee is needed to consider increasing the debt capacity. A new dorm is on the capital project list at number six or seven. The major projects include the science building, fine arts building and IT infrastructure. There is also movement for the renovation of Gills Gym by one of our senators. The residence hall is not on the table for this General Assembly session. The Board would first have to approve an increase for our debt capacity. In addition, a new dorm would require the construction of a cafeteria (cannot do one without the other).

Recommendation – Place the new dorm on the radar of the General Assembly; however, the impact of the free tuition and fees initiative should be completed before seeking a new residential hall. This initiative is an important link and the university should not get out ahead with the new residence hall without realizing the anticipated growth in enrollment.

Responding to Ms. Wilmer, Dr. Shackleford stated that the Retention Task Teams are working and they are in the process of fine tuning additional strategies. Initial strategies took retention from 70% to 72 %. He does not anticipate having to come to the Board for any assistance as far as additional counselors, etc., to improve retention.

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Action Item – Dr. Shackleford to provide a Retention Committee Update at the next Board meeting and provide the survey results of students previously housed at the hotel (16 students).

SGA Report – Ms. Woodson spoke on the “Phone Down, Look Around Campaign,” which focuses on campus safety and being aware of your surrounding by putting your phone away while walking across campus, to the store, etc. For “Back to Business Mondays,” students dress up and are taught that anyone can be a leader. The SGA also worked with Campus Police on the Spartan Buddy Program to take students to their residence hall at night.

Ms. Woodson was proud of the opportunity to provide a statement “shout out” on the Future Act that brought exposure for the university. Lastly, she stated that this year’s homecoming was the best ever as alumni showed up for all the events.

Athletics Report – Mr. Miller’s comments included:

- All teams had good scores for the Academic Progress Rate (APR). The football team achieved its highest score to date of 980. This is a tremendous accomplishment.
- Athletics’ average multi-year APR score rose three points from 967 to 970, which is a significant increase for one year.
- Standard graduation rate is 61% and the graduation rate compiled by NCAA’s standard is 71%.
- The men’s and women’s cross country team won the 2019 MEAC Championship. The football team had a chance to finish with a tie for first place in its last game of the year.
- The NCAA selected NSU to participate in the NCAA Trophy Tour. NSU will have the trophy on display during a game nationally televised by ESPN on January 27, 2020.
- The Virginia Sports Hall of Fame selected one of our former students, Ms. Tracy Saunders from Suffolk for induction. She played women’s basketball and was an All American. She is the fourth individual from NSU to be inducted. This is the highest honor the Commonwealth of Virginia bestows upon its athletes and coaches.
- On December 5, 2019, NCAA representatives visited campus to evaluate the results of the mental health grant the university received. The visit included a meeting with Dr. Adams-Gaston and conversations with student athletes. The university received a very favorable report and was encouraged to apply for additional funding for next year.

With no further questions, the following motion was made to approve the minutes.

Mr. Griffith motioned, seconded by Bishop Brown, the Board unanimously approved the Student Affairs Committee minutes for October 11, 2019.

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Audit Report – Mr. Aristakesian reported the following:

- Listed the number of audits completed along with the number of completed investigations.
- Five action plans are outstanding and fifteen more have been added to the list.
- The quality assessment review is a mandate from the State Inspector's Office to perform a self-evaluation. This year the ARMICS Coordinator was asked to validate the results of the self-evaluation.
- Item 13.12 of the external assessment is to be conducted every five years. Until that is done, not totally compliant with the IA standards.
- There are ten audits in the 2020 Internal Audit Plan.

There was a brief discussion centered on the bar chart titled "Status of Management Action Plans." Ms. Blunt expressed concern regarding the "overdue MRIA" items (yellow bar), which have had no action. These items leave the school vulnerable. Ms. Blunt has discussed this with Mr. Aristakesian and asked him to sit down with the President and her Cabinet to write and implement action plans for the outstanding items.

Action Item – Mr. Aristakesian to provide an update at the Board Retreat on the respective plans, process and review steps on how to ensure over time that the outstanding items will be compliant.

Ms. Wilmer stated that Ms. Blunt will partner with Mr. Helpinstill to help address audit items for the university. Also, Dr. Adams-Gaston is doing some work on the risk management piece, which is separate from the audit work.

There being no further questions or discussion, the following motions were made.

Ms. Blunt motioned, seconded by Mr. Blake, the Board unanimously approved the Resolution for the 2020 Internal Audit Plan.

Ms. Blunt motioned, seconded by Ms. Cunningham, the Board unanimously approved the Audit Committee minutes for October 11, 2019.

Finance and Administration Report – Mr. Hunter asked for a motion to approve the minutes.

Mr. Dyke motioned, seconded by Bishop Brown, the Board unanimously approved the Finance and Administration Committee minutes for October 11, 2019.

Mr. Hunter's report included the following comments:

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- Will delay the presentation of the Campus Master Plan until the next Board meeting.
- The university is at \$120M of its \$190M revenue budget as the overall financial position for the first quarter of FY2020 ending September 30, 2019. At \$55M of the \$190M for the expenditure side.
- Projecting that the year-end revenue will be \$200M against expenditures of \$194M.
- The projected favorable position for the university is approximately \$5.8M compared to \$4M for FY19. This is a similar spending pattern to prior years. The components driving this financial position are the carry forward of \$3.4M from FY19, \$900,000 in general fund central appropriation, and funds generated from tuition growth and growth from out-of-state students.

Dr. Adams-Gaston arrived during the Finance and Administration report.

- The gap for Athletics of \$3.3M is now \$1.5M, which is good news for the athletic program. In addition, the university has learned that it can make changes to how it accounts for auxiliaries as it relates to indirect cost. This will allow the university to provide additional funding for Athletics to cover the gap for this year. For future years, if enrollment holds to the projected growth, the university will be able to continue to fill the gap and totally eradicate the gap with a headcount of 7,000.

Note: This is also contingent upon the continuation of the Presidential and Provost Scholarship program, which increases our retention and graduation rate, and is an impetus to our growth.

Responding to Ms. Wilmer, Mr. Hunter stated that the bottom line is that the NSUF will allocate \$1.8M this year for the Presidential and Provost Scholarship program. However, any continued funding from the NSUF will begin to dig into the endowment, which must be protected. Given our strong recurring financial position of \$10M, the university will fund another class of Presidential and Provost scholarships for 2020. After that, the university will have to make a decision class by class.

Responding to Mr. Fulton, Mr. Hunter responded that the \$5M from the Future Act is not factored in and cannot be used toward the Presidential and Provost scholarships.

In response to Mr. Griffith about other strategies to fund the scholarships for the future, Dr. Adams-Gaston stated that the university needs a heavy hit from donors to solve the problem, but will use recurring funds until this happens.

Legislative Update – A legislative handout was provided to the Board at the beginning of the meeting.

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Dr. Adams-Gaston's comments included the following:

- The university will look to apply for more federal grants and do more advocacy on the federal level.
- In speaking with our legislators, they are firmly behind our recommendations for the science building, fine arts building, IT infrastructure, student wellness education and athletic opportunities. There are a lot of other items on the list, but we firmly stand with the major items proposed as being mission critical. There is a real opportunity to grow and use partnerships with the changed leadership of the General Assembly.
- Regulations are changing for accreditation effective July 1, 2020. Instead of having what we now call regional and national accreditors, the new regulation calls for institutional accreditors. This means that each institution may choose who they want as their accrediting body.
- Looking at real property acquisition, opportunity zones and P3 partnerships.

Ms. Wilmer applauded Dr. Adams-Gaston's leadership in meeting with legislators to push the university's priorities.

Dr. Adams-Gaston was excused from the meeting to take a call from the Governor.

University Advancement Report – Donor cards were provided to members of the Board.

Dr. Fontaine introduced Ms. Crystal Jenkins, the NSUF Accounting Manager, who will walk the Board through the slide that explains the funding categories.

Dr. Fontaine's comments included the following:

- As of November 15, 2019, the annual fund campaign was at \$3.7M and may reach \$4M by the end of the year or more should we receive additional large donations. Breakdown as of November 15 is as follows:
 - ▶ Cash – \$3,139,758 (83%) ▶ Pledges – \$246,102 (7%) ▶ Planned Gifts – \$396,935 (10%)
- This is the sixth year in a row that we have received over \$1M dollars from alumni.
- The faculty/staff giving rate rose from 21% in 2013 to 86% in 2019. This is one of the highest giving rates in the nation. "We have convinced ourselves that we are wonderful and are giving back."
- Pushing donors to designate their funds to the "unrestricted areas of greatest need" category. This way funding will not be restricted and can be used for various purposes, including scholarships.

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- The auditors have informed us that the Foundation does not have enough unrestricted money.
- The fundraising/endowment and the Athletic fundraising line items have been added to reflect the items that were placed in the Dashboard.
- From the Giving Tuesday Challenge, NSU raised \$163,300 (best year of the last three years participating). Raised \$268,000 from Founders Day Giving. Looking to invest more resources in social media to raise funds as this has been highly effective.

Responding to Ms. Blunt, Dr. Fontaine stated that there is a lot of education that needs to take place to inform the donor population about the need for unrestricted funds. Historically, unrestricted funds are the hardest to raise.

Responding to Bishop Brown, there have been no programs that have been discontinued that are attached to endowments. If this should happen, the donor would be contacted to re-designate the funds. Ms. Jenkins added that there is a clause in the endowment agreements that states that “if the funding purpose that you designated can no longer be met, then the university can use it for purposes most beneficial.”

Mr. Griffith stated that typically in most states there is a provision in state law that allows an entity like Norfolk State to go to the court to change the designation if a donor has died.

Responding to Ms. Wilmer, Dr. Fontaine stated that resources are still needed in her area and there have been talks with Dr. Adams-Gaston and Mr. Hunter about the type of investment that is needed to ensure that Norfolk State is better positioned and well positioned to launch a capital campaign, which we would like to launch in 2021. The university will need to invest in people, infrastructure and technology to be successful.

Also responding to Ms. Wilmer, Dr. Fontaine stated that no state funding is included in the annual fund amount. She was not made aware of any special funding available from TowneBank, but will investigate. NSU has TowneBank scholars and Ms. Yvonne Allmond, a TowneBank Vice President, is a member of the NSU Foundation Board. Lastly, if someone signed a non-revocable insurance policy over to the university, it will show up as a planned gift. For reporting, we are now desegregating the numbers between cash, pledges and planned gifts. The \$7M goal last year was \$3.6M in cash, \$1.3M in pledges and approximately \$2M in deferred gifts.

- The Board of Visitors Giving is at 69%.

There was a brief discussion on Board giving, which cannot be mandated in the Commonwealth of Virginia. Bishop Brown was disappointed at the Board's percentage of giving and appealed to the Board to give as much as they can and/or

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reach out to his/her external relations (business connections or sphere of influence) to bring capital investments to the university. From his vantage point, Board giving should be at 100% without University Advancement having to “make the ask.”

Ms. Wilmer stated that this has been a part of the Board conversation in the past and is one of the Board’s goals to set some targets together going forward. Mr. Henry, as the previous chair of the University Advancement Committee made many calls to Board members and the percentage increased. Dr. Jones is now leading this effort.

Mr. Henry stated that Bishop Brown is not alone in this sentiment.

Action Items

- **Put the word unrestricted on the donor card in front of the words “areas of greatest need,” or clarify unrestricted somewhere on the card.**
- **Speak with Bishop Brown and Mr. Fulton regarding the TowneBank funding. Mr. Fulton is on the TowneBank Board.**

Endowment Portfolio Analysis – Ms. Jenkins’ comments included the following to describe what the current \$33M portfolio breaks down into.

Category of Funds	All Dollars Are Accumulated + Earnings	Summary
Restricted Endowment Funds – Permanently restricted gifts (not much leverage) that have been received that represent corpus and accumulated earnings. Funds can only be spent for a specific purpose and 90% of this amount is designated solely for scholarships.	\$9,927,308.44	
Federally Restricted Title III Funds – Of the total, \$4.1M is Title III federally matched and the other remaining portion is accumulated earnings. These funds have to be held for 20 years per legislation. We may spend up to 50% of the accumulated earnings and as of today we have spent the full 50%. More must be accumulated before we can use additional funding or after the time of maturity.	6,037,784.69	\$19,851,386.65
Designated Unrestricted Title III Funds – This fund matured in 2006 and the Foundation is using its 4% spending policy to protect the fund as it is now quasi. This fund is used to support Presidential and University Advancement requests. Includes items such as the President’s salary supplement, President’s car, discretionary spending and support for “I AM NSU” for cultivation efforts.	3,926,293.52	
Unrestricted Areas of Greatest Need – Approximately \$2.1 M of this amount are contributions over the inception of the endowment. This is the only pot of money that is truly unrestricted. And it is the only pot of money that can be used to support the liquidity in the Foundation.	4,588,438.21	\$4,588,438.21

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Category of Funds	All Dollars Are Accumulated + Earnings	Summary
Designated Unrestricted Department Funds – This is the departmental demand funds for the College of Science, Engineering and Technology (CSET), the History Department and NSU Choirs. Can be used only for these departments.	1,647,611.20	
Designated Unrestricted Departmental Scholarships – These are departmental scholarships (DNIMAS, Accounting, Math) that can only be used to support scholarships within the designated departments.	1,973,834.82	\$8,001,829.92
Designated Unrestricted Program Funds – Program funds for the Presidential Gala, Founders Day, UNCF Grant and Summer Bridge. Can be used for any purpose to support these programs.	1,646,900.31	
Temporary Restricted Designated Funds – Gifts that have come in over the last 30 years that were so restrictive the Foundation could not figure out which department to assign the funds. Actually, this fund used to be at \$4M with \$1M being reassigned. The goal for 2020 is to reallocate the current amount to the appropriate colleges/schools. Some of the money we know can be reallocated to History and CSET.	2,733,483.59	
Unrestricted General Scholarships – These funds have been allocated to support the Presidential and Provost scholars program for academic year 2020-2021 to fulfill the Foundation's commitment to the university.	496,165.63	\$496,165.63
TOTAL Endowment Portfolio	\$32,977,820.41	\$32,977,820.41

Ms. Jenkins stated that NSUF funds are currently invested in the Commonfund. The three year rate of return has been 10%, and over the last ten years, it has been 8.2%. Since inception the rate of return has been 6.67%. In order to yield any kind of accumulation for the Foundation, we would need to have an 8% return (4% spending policy, 3% for cost of living or attrition and a 1.5% administrative fee that is charged against all funds). So in order to break even, we need to be at 8%.

Responding to Ms. Woodson, Ms. Jenkins stated that an example of a departmental scholarship restriction could be 3.5 GPA, a female or male student with a particular major. For the general restriction, it could be anyone with a 2.5 GPA and financial need.

Dr. Jones stated that she attended the NSUF Board meeting yesterday and the BOV/NSUF Liaison Committee meeting. Most of the discussion has been to break down the numbers to everyone so that they are aware of the significance of the categories. They know the big number, but not the specifics behind the number. Educating the donors is important as we look toward a capital campaign and informing donors of the areas of greatest need.

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Ms. Wilmer recognized Dr. Fontaine's leadership and the work she has done after stepping into the Advancement position. She also thanked Ms. Jenkins for an excellent presentation.

8. Rector's Report

Board Retreat 2020 Survey Results and Draft Agenda – Ms. Wilmer stated she received ten responses on the survey and she will email the results to the Board. The majority of the Board is open to a day and a half Retreat with some wanting only one day. With some of the items that need to be added, the day and a half may be most appropriate.

Consultant Services – Ms. Wilmer stated that the work of the consultant will help to strengthen the Board (this is couched under the Board's goals and objectives) through best practices to improve the efficiency, structure, culture and operation of the Board. The Association of Governing Board (AGB) will work very closely with the Special Committee to better position the Board from a governance perspective and in our relations with the university. Mr. Blake will chair the Special Committee assisted by Ms. Blunt. Bishop Brown will assist as the communication lead, Mr. Henry will provide the historical perspective, and Dr. Watkins with organizational development work. This Committee will help to shape the agenda for the Retreat so that we can leverage the consultant that we are working with. Mr. Rick Legon, Past President of AGB, will lead the consultant team.

Board Budget Report – Mr. Blake stated that the 2019-2020 budget is \$50K. Expenses as of December 13, 2019 are at \$28,291 leaving a balance of \$21,708. *Ms. Wilmer added that she has asked Mr. Hunter and his team as well as Dr. Adams-Gaston to look at the trending spend for the Board, especially as we prepare for the Retreat so that we can continue to have a strategic forum that builds for the future of the university.*

Second Review of Draft BOV Dashboard – Mr. Blake stated that the feedback that was shared during the initial review of the dashboard has been incorporated. Mr. Cage and his team have revisited the content and provided a revised document.

Mr. Cage asked Mr. Bennett to provide the update. Mr. Bennett stated that feedback from the Board, the President and the President's Cabinet was received. As a result, some of the columns have been eliminated while some new categories were added to make the document easier to understand. The next step is to purchase new software to develop a more dynamic version of the dashboard to include some newer models for consideration. Three year targets were added to the dashboard, a legend for the time period (notes) to provide more clarity for each category as some data points do not mesh well with each other.

Responding to Ms. Wilmer, Mr. Blake stated that this is a quick snapshot of the university. The dashboard will not only be used by the Board, but also by management to keep abreast

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of various components of the university. He feels that the content is on point, but in the *future the Board may want to look at adding some outside benchmarks to see how NSU stacks up to other majority universities or HBCUs.*

Ms. Wilmer stated that he would be helpful to see the ratios of faculty to the administration and faculty to staff. *She stated that Dr. Adams-Gaston will continue to fine-tune the dashboard to ensure that we have the right level of pulse points that are appropriate for governance versus operations.*

Dr. Adams-Gaston stated at this point we have given the Board more than what was initially needed for the dashboard. There will likely be less information in future iterations.

Action Item – The dashboard should be presented at each Board meeting going forward as part of the President’s Report.

BOV/NSUF Liaison Committee Update – Dr. Jones stated that the Committee received an update on the compliance certification. Other information reported was addressed by Ms. Jenkins today during the endowment analysis.

9. Consent Agenda

Mr. Griffith motioned, seconded by Mr. Fulton, the Board unanimously approved the following minutes:

- 1) September 18-19, 2019 NSU New Member Orientation Minutes
- 2) October 10, 2019 Board Campus Tour and Dinner Meeting Minutes
- 3) October 11, 2019 Board Meeting Minutes
- 4) October 22-23, 2019 SCHEV BOV Orientation Minutes

10. Board Action Items

Mr. Henry motioned, seconded by Ms. Cunningham, the Board unanimously approved the Annual Executive Summary of the Board’s Activity and Work.

Mr. Cage stated that the Board is being asked to approve the name changes in the Title IX policy for current personnel in the positions listed in the policy.

Mr. Dyke motioned, seconded by Ms. Blunt, the Board unanimously approved the updates to the personnel contact information for employees listed in BOV Policy #05 Title IX: Sexual Violence, Discrimination, Harassment, and Retaliation.

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Mr. Cage stated that the Board approved an interim policy on Supplemental Compensation last summer. The policy has expired. This request is to waive the 90 day extension of the interim policy and to extend the policy for six months.

Responding to Mr. Griffith, Mr. Cage stated that the university is committed to present the Board policy on Supplemental Compensation at the May meeting for approval (this information is included in the resolution).

Mr. Dyke motioned, seconded by Ms. Cunningham, the Board approved the Resolution to Extend Interim Policy #01 (2019) Supplemental Compensation for six months.

11. New Business

No new business was brought before the Board.

12. Old Business

No old business was brought before the Board.

13. Adjournment

Ms. Wilmer stated that as we move along more progressively and steadily with a new Board and a new President, some of the Special Committees will report more as a committee of the whole. She will talk with the leaders of these Committees.

Ms. Wilmer expressed thanks to the administration and staff for their support during this year through the spirit and time of change. There have been tremendous successes this year. She hopes that everyone will continue to focus internally as a team.

Dr. Adams-Gaston stated that this has been an enormously successful day by having the legislators on campus and hearing the level of support that they have for us. From her call with the Governor, he sends his warmest regards. The missed videos were Senator Warner speaking on the university's letter regarding the Future Act and her addressing the House Appropriations Committee at their Retreat.

Dr. Adams-Gaston announced for the first time in the history of the university, we have a patent. She asked Dr. Miller to elaborate.

Dr. Miller stated that NSU and VCU have filed a patent "real time and non-invasive in vivo dosimetry and tissue monitoring using electrical impedance tomography for radiation therapy." This process is a non-invasive way to measure radiation and is the very first patent

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for NSU thanks to the Board's approval of the Intellectual Property policy. One of the major universities in the world is interested in the commercialization of the patent.

Mr. Dyke stated that there will be legislation moving through the General Assembly this session that brings together the various research components of the State that funds these types of things to make sure there is a commercialization echo system in Virginia.

Recommendation – The university should follow the legislation on commercialization while making visits to Richmond during the General Assembly session.

Dr. Adams-Gaston announced that the university is considering two ideas in a way to honor the late Dr. Sandra DeLoatch for her contributions to NSU. If any Board member has a suggestion, please forward that on to the President.

Ms. Wilmer stated that Board Member Mr. Fulton will deliver the Commencement address tomorrow.

There being no further business, it was properly motioned, seconded and unanimously approved to adjourn the meeting at 3:41 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 DECEMBER 13, 2019

Item	Mr. Blake	Ms. Blunt	Bishop Brown	Ms. Cunningham	Dr. DiCroce	Mr. Dyke	Mr. Fulton	Mr. Griffith	Mr. Helpinstill	Mr. Henry	Dr. Jones	Dr. Watkins	Ms. Wilmer	Totals
Quorum established	Yes	Yes	Yes	Yes	Absent	Yes	Yes	Yes	Absent	Yes	Yes	Absent	Yes	10-0
Closed Session Certification	Yes	Yes	Yes	Yes	Absent	Absent from Vote	Yes	Yes	Absent	Yes	Yes	Absent	Yes	9-0

**NORFOLK STATE UNIVERSITY BOARD OF VISITORS
RESOLUTIONS APPROVED DECEMBER 13, 2019**

2019 BOARD RESOLUTION

**NORFOLK STATE UNIVERSITY BOARD OF VISITORS
RESOLUTION TO APPROVE
THE INTERNAL AUDIT PLAN**

WHEREAS, the Norfolk State University Board of Visitors received a report from the Audit Committee on the recommendations regarding the proposed internal audits to be conducted in CY 2020; and

WHEREAS, the audit plan is developed to provide management with assurance and advisory services on areas that represent risk to the university; and the audit plan is dynamic in nature and may change during the year as circumstances changes.

THEREFORE, BE IT RESOLVED, that after due consideration and careful review by the Chief Audit Executive, the University President, and by the University Counsel for legal sufficiency, and upon the recommendation of the Audit Committee, the Norfolk State University Board of Visitors approves this resolution to adopt the attached Internal Audit Plan as presented this 13th day of December 2019.

NORFOLK STATE UNIVERSITY BOARD OF VISITORS
RESOLUTIONS APPROVED DECEMBER 13, 2019

2019 BOARD RESOLUTION

NORFOLK STATE UNIVERSITY BOARD OF VISITORS
RESOLUTION TO EXTEND INTERIM POLICY #01 (2019)
SUPPLEMENTAL COMPENSATION

WHEREAS, the provisions of Board of Visitors Policy #01 Creating and Maintaining Policies mandate that Interim Policies expire 90 days from the date of approval;

WHEREAS, the Norfolk State University Board of Visitors wishes to extend Interim Policy #01 (2019) Supplemental Compensation up to an additional six (6) months to permit the University Administration to draft a permanent policy for approval by the Board of Visitors at its May 1, 2020 meeting, and;

IT IS THEREFORE MOVED and RESOLVED to waive or suspend the provisions of Board of Visitors Policy #01 Creating and Maintaining Policies, for the purpose of extending the timeline to the University Administration to establish Interim Policy #01 (2019) on Supplemental Compensation and to present a permanent policy for approval to the Board of Visitors at its May 1, 2020 meeting.

The Norfolk State University Board of Visitors approves this resolution as presented this 13th day of December 2019.