

# BOARD OF VISITORS

## BOARD ORIENTATION

700 Park Avenue, Norfolk, VA 23504

Harrison B. Wilson Hall, President's Conference Room, Suite 530

August 31, 2016

## MINUTES

1. **BOARD ORIENTATION** – The Board Orientation for new Board members started at approximately 8:40 a.m. The following individuals were present:

### Board Members Present:

Dr. Byron L. Cherry, Sr., Rector (*arrived approximately 9:00 a.m.*)

Mr. B. Keith Fulton (new Board member)

### Others Present:

Dr. Stacey Franklin Jones, Interim Vice President for Academic Affairs (*first portion of the meeting*)

Ms. Pamela F. Boston, University Counsel

Mr. Ronald Forehand, Senior Assistant Attorney General and Education Section Chief

Mr. Antwan Williams, Legal Assistant

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

*Note: President Moore introduced Dr. Jones before the meeting started.*

The following materials were provided to Mr. Fulton:

**Binder 1** Contents: University Counsel's memorandum on the Legal Authority of the Board, Counsel's bio, Counsel's presentation and the FOIA presentation

**Binder 2** Contents: Board Overview Presentation, Board of Visitors Contact list and Bios

**Binder 3** Contents: Informational Guide for NSU Board of Visitors Members

Mr. Fulton, having served on previous boards for Virginia State and Virginia Tech, asked for an abbreviated version of the information to be presented.

The following are important highlights from Ms. Boston's presentation:

- Organizational structure of the Attorney General's Office and University Counsel's Office along with the responsibilities of the legal office
- Board's powers and responsibilities and authority limited by law
- Federal laws that govern operation of campus life
- Other state laws and regulations
- Information on the Conflict of Interest Act

*New Board members must take the Conflict of Interest Training within two months of their appointment. Mr. Fulton is expected to complete the training today.*

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- Liability and liability insurance (Board members are covered automatically up to \$2.25 M by the Commonwealth)

*Board members may purchase their own additional coverage if they feel it is necessary. Additional insurance may also be purchased for Board members through the university's Foundation.*

- Expenses of the Board of Visitors relative to travel reimbursements
- The university auditor's responsibility as it pertains to the Bylaws and reporting to the Board

*Ms. Boston stated that NSU's internal auditor retired earlier in the year and a search is underway to fill the position.*

There was some discussion on the level of autonomy for Tier 1 schools.

### **Virginia Freedom of Information Act (FOIA)**

Mr. Forehand gave the FOIA presentation. Board members should be cognizant of the following:

- Three-day notice for all meetings and all meeting sites must be noticed on the agenda and all sites are open to the public. There must be a majority of members at one site. For the full Board, the majority is seven. If the connection is broken at any time, the meeting is stopped and may not resume until the reconnection is made. NSU recently approved a policy regarding emergency participation in Board meetings.
- Do not delete email messages and keep your handwritten notes pertaining to the Board. All this information is FOIABLE. It is recommended that Board members create a NSU folder to save Board emails (on your business and/or personal computer) for easy retrieval when necessary.
- Exemptions for Closed Session are to be stated before going into the session. Each Board member is required to certify that you adhered to the subject matter during Closed Session.
- 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.
- Do not use "Reply All" to emails to avoid creating an illegal meeting. Alternatively, use the "BCC" function.

*Dr. Cherry stated that he would like to remind Board members of this at the next Board meeting.*

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### **Board Overview**

Dr. Cherry provided an overview presentation which included information on:

- The Board's structure, selection, appointment and oversight of the President
- The requirement of alumni appointed to the Board
- Meeting dates/schedule
- Standing Committees membership and duties
- Ad-Hoc Committee membership
- Representatives to the Board and Board representation on Foundations

### **2. Adjournment**

Mr. Fulton elaborated on his work and professional experience and mentioned some areas of high-tech in which his company is engaged.

The Board Orientation session ended at approximately 10:46 a.m.

Respectfully submitted,

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April T. Allbritton, Board Liaison

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Secretary  
Board of Visitors