

BOARD OF VISITORS
BOARD MEETING
700 Park Avenue, Norfolk, VA 23504
Student Center Board Room, Suite 301
December 9, 2016

MINUTES

1. Call to Order

Dr. Byron L. Cherry, Rector, called the NSU Board of Visitors meeting to order at approximately 8:12 a.m. A quorum of the Board was established by Roll Call vote.

Board Members Present:

Dr. Byron L. Cherry, Sr., Rector
Dr. Melvin T. Stith, Vice Rector
Mr. Bryan D. Cuffee, Secretary
Dr. Ann A. Adams
Mr. Thomas N. Chewning (*emergency participation via conference call*)
Mr. Kenneth W. Crowder
Dr. Deborah M. DiCroce
Mr. B. Keith Fulton
Mr. Larry A. Griffith
Mr. Devon M. Henry
Mr. Michael J. Helpinstill (*arrived approximately 10:30 a.m.*)
Ms. Beth Murphy

Board Members Absent:

Mr. Elwood B. Boone, III

Student Representative to the Board Present:

Mr. Desmond D. Fogg, SGA President

Faculty Senate Representative to the Board Present:

Dr. Cassandra L. Newby-Alexander, Faculty Senate President

Members of the NSU Staff Present:

Mr. Eddie N. Moore, Jr., President and CEO
Dr. Stacey Franklin Jones, Interim Vice President, Academic Affairs
Mr. Gerald E. Hunter, Vice President, Finance and Administration
Mr. Edward M. Willis, Vice President, Student Affairs
Mrs. Clementine S. Cone, Executive Assistant to the President for University Compliance
Dr. Michael M. Shackelford, Associate Vice President, Enrollment Management
Mrs. Mona Adkins-Easley, Associate Vice President, Human Resources
Mr. Marty L. Miller, Athletics Director
Mr. Dennis Jones, Executive Director, Planning and Budget

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Members of the NSU Staff Present (continued):

Ms. Karla J. Amaya Gordon, University Controller
Ms. Stevalynn Adams, Director, Communications and Marketing
Mr. Stanley Donaldson, Director, Media Relations
Ms. Andrea C. Tatum, Director of Leadership and Major Giving
Mrs. Colleen E. Munday, Senior Internal Auditor, Internal Audit
Mrs. Denise Y. Dye, Assistant to the President for Constituent Services
Mr. Antwan Williams, Legal Assistant to the University Counsel
Ms. Yelena Arishina, Legal Secretary
Mr. Obie Smith, Operations Manager, OIT
Mr. Rasool Shabazz, Academic Technology Support Technician, OIT
Ms. Debra Brown, Office Manager, Office of the Provost
Ms. Tanya S. White, Executive Assistant to the VP for Finance and Administration
Mrs. Kimberly Gaymon, Financial Services Specialist I
Mrs. April T. Allbritton, Office Manager/Board Liaison

Counsels Present:

Ms. Pamela F. Boston, University Counsel
Mr. Ronald Forehand, Senior Assistant Attorney General and Education Section Chief

Faculty Members Present:

Dr. William H. Alexander, Professor, History
Dr. Ronald Thomas, Professor, Psychology (*arrived approximately 8:37 a.m.*)

Alumni Present:

Ms. Chleo' Jones, Member, NSU National Alumni Association

Others Present

Mr. Harry Aristakesian, Incoming NSU Chief Audit Executive

Student Present:

Mr. De' Autro V. A. Smith (*arrived approximately 2:05 p.m.*)

Clifton Larson Allen LLP (Representatives Enterprise Risk Assessment Presentation)

Mr. Gregory Bussink, III, Principal
Mr. Taylor Powell, Senior Consultant
Ms. Charla Hollowell, Manager, Higher Education

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2. Rector's Remarks – Dr. Cherry's opening remarks included:

- Mr. Boone is absent, as he is required to attend a Sentara Leadership Retreat; Mr. Helpinstill will arrive between 10 and 10:30 a.m. due to a meeting he was unable to reschedule; and Mr. Chewning has requested emergency participation by conference call from his home under BOV Policy #18 due to a medical matter. The request was approved by the Rector.
- Dr. William Alexander, Harry Aristakesian and Colleen Munday were welcomed by the Rector.

President's Remarks – President Moore's remarks included:

- Chleo Jones, a member of the NSU National Alumni Association, was asked to introduce herself.
- The Board was informed of a serious emergency with Dr. Fontaine's husband. President Moore will handle the Advancement Committee meeting while she remains at the hospital with her spouse.
- NSU has been awarded \$2M (over the next six years) from a UNCF grant funded through the Lilly Foundation. This grant involves increasing the placement of students into job markets or career pathways. He thanked Mr. Griffith for making the university aware of the grant. The Board applauded.
- Well wishes were extended to Mr. Willis. His last day on campus is tomorrow's Commencement. His employment separation date is December 31, 2016.
- The usual overview of the business of the Standing Committees.
- Briefly mentioned the preparation of the budget savings strategy of 7%, which equates to a \$3M reduction for NSU. The university hopes to hold onto the financial aid that was initially in the State's budget as an offset to the reduction. Hypothetically, the House may propose 5% versus the Senate at 3%. Nothing is final until the crossover of the General Assembly. The Governor releases his budget on Friday, December 16, 2016.
- A legislator wants to champion our Cyber Security program. Dr. Jones will follow up on this item.
- Four Army cadets will be commissioned at 1:00 p.m. today. The Board is invited.
- The Navy will formally commission 10 ensigns on December 16, 2016; however, the ensigns have been asked to participate in Commencement tomorrow.
- The university signed a MOU with the Coast Guard Academy with one candidate who will graduate tomorrow, the son of former Vice Rector Lloyd Banks.

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SGA Representative to the Board – Mr. Fogg stated that the students are pleased with the administration and realize that they are working toward the students' best interest. The SGA had a very successful school year and made tremendous progress in transforming internal and external perceptions.

Agenda (rearrangement of order) – Dr. Cherry stated that the order of the agenda is being rearranged so that Mr. Forehand may participate before leaving around mid-day. There being no objections, the agenda was changed as follows:

1. Report of the Ad-Hoc Bylaws Committee – Dr. DiCroce
2. Report of the President's House Assessment Committee – Mr. Cuffee
3. Motion to go into Closed Session
4. 1st Round of Concurrent Committee Reports
5. 2nd Round of Concurrent Committee Reports (being mindful of the 1:00 p.m. AROTC Commissioning Ceremony)
6. Business
7. Motion to go into Closed Session (if needed again)

3. **Report of the Ad-Hoc Bylaws Committee** – Dr. DiCroce and Mr. Forehand spoke briefly on reasons for redrafting the Bylaws. The redraft is more readable, understandable and less conflicting. Dr. DiCroce went through each section and gave particular attention to the area where there were substantive changes in the Committees as cited below:

Section 6 – change made to the Executive Committee description: For clarity, this description was rewritten to make clear that the Executive Committee has the authority to act on behalf of the Board of Visitors in an extraordinary emergency.

Section 6 – addition of stand-alone Audit Committee: The decision was made to separate the audit function from the charge of the Finance and Administration Committee. There was a compelling case to separate this out, as it broadens what audit is and lays the focus to specific items. Dr. DiCroce read the entire description for this new committee.

Mr. Chewning commented that it the right time and right direction for the addition and Dr. Stith stated that it is good that the audit function is being assigned to a Committee where there will be time for the Board to actually dedicate to this item.

Under the Additional Employees section, Dr. DiCroce and Mr. Griffith provided the following examples of the types of hires the Board could make in response to a question from Mr. Crowder: 1) Board secretary, if no one is available for this function as designated by the President; or 2) consultants for a presidential search.

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Dr. DiCroce motioned on behalf of the Ad-Hoc Bylaws Committee, seconded by Ms. Murphy and with an 11-0 Roll Call vote the Board approved the redraft of the Board Bylaws as presented.

- 4. Report of the President's House Assessment Committee** – Mr. Cuffee briefed the Board on the various options the Committee reviewed regarding the status of the President's House. He made a motion on Level 1 repairs equal to \$90,000; however, President Moore asked for some latitude with the cost, as this is an estimate that may increase a little more than \$5,000.

There being no opposition from the Committee members in amending the motion, Mr. Cuffee motioned on behalf of the President's House Assessment Committee, seconded by Dr. Stith and with an 11-0 Roll Call vote the Board approved the Level 1 baseline work for the President's House currently estimated at \$90,000 to include some latitude with the cost to bring the house to an acceptable position where it can be used by the university until such time the Board decides to revisit the issue.

The Board acknowledged that it needs to address the housing issue at some point, futuristically, keeping in mind the value of the President's House in advancing the vision and welfare of the university.

5. Closed Session

Dr. Stith motioned, seconded by Mr. Cuffee and with an 11-0 Roll Call vote the Board approved to move to adjourn and reconvene in Closed Session as permitted by §§2.2-3711.A.1, 4, 7 and 10 of the Code of Virginia, for the purpose of discussing (1) honorary degree consideration; (2) current/potential litigation and university legal matters; (3) the report from the Office of Internal Audit; (4) the report from the Ad-Hoc President's House Assessment Committee; and (5) personnel matters.

6. Open Session

The Norfolk State University Board of Visitors having reconvened in open session, took an 11-0 Roll Call vote on certification that (i) only public business matters lawfully exempted from open meeting requirements, and (ii) only such public business matters as were identified in the motion by which the Board of Visitors closed meeting was convened were heard, discussed or considered in the meeting by the Board. Any member of the Board who believed that there was a departure from the requirements as stated above was asked to so state prior to the vote, indicating the substance of the departure that in his or her judgment has taken place.

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7. Standing Committees Concurrent Meetings – 1

The Academic Affairs Committee met from 10:40 a.m. to 11:46 a.m. and Student Affairs Committee from 10:38 a.m. to 11:50 a.m.

8. Introductions – At approximately 12:09 p.m., the full Board convened and Mr. Helpinstill introduced the new Chief Audit Executive, Mr. Harry Aristakesian, who will begin work at the start of the New Year. It is anticipated that Mr. Aristakesian will staff the Audit Committee. Board members who wish to serve on this Committee should submit his/her name to the Rector.

Ms. Boston introduced her new staff person, Ms. Yelena Arishina, Legal Secretary.

9. Enterprise Risk Assessment (ERA) Presentation – During lunch, Mr. Hunter introduced the three representatives from Clifton Larson Allen (CLA) each of whom participated in the presentation. Mr. Bussink provided the definition of ERA as a process applied in strategy setting and across the enterprise, designed to identify potential events that may affect the entity (positive or negative), and manage risks to a level with its risk appetite to provide reasonable assurance regarding the achievement of entity objectives.

CLA began their work during the late summer/early fall where they interviewed or facilitated sessions with the Rector, the President, members of the President's Cabinet, faculty, campus groups, etc. Surveys were emailed to certain members of the university community with a good response rate. Currently, CLA is in the internal data gathering process where they will identify and prioritize the risks in accordance with strategic objectives. In January, they plan to conduct more sessions to articulate and vet the risks where the findings will be shared with the Board at its meeting in March.

The Board's involvement will include:

- Receiving and reviewing executive management's recommended prioritized list of risks for the university.
- Determining the institution's risk given the operating climate.

Responses to questions posed by the Board include:

- Participants were asked baseline questions that were qualitative along with some free form questions.
- After the report is provided, the university is expected to develop a plan to address or manage the risk going forward (ensure there are sufficient processes, more opportunities, etc.). The information will be reported to the appropriate person/area; however, there will be some overlap in responsibility.

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- Reassessments or another formal process may be done annually or every eighteen months. This really depends on the organization.
- The heat map that will be provided for NSU will be a mitigated view.
- CLA will review Higher Education (HE) scans and data.

Mr. Helpinstill, Mr. Griffith, Dr. Adams and Dr. DiCroce have knowledge/experience with ERAs and listed where the function lies within their corporation/organization.

Dr. DiCroce stated that under the new Bylaws it looks like this function would come to the governing Board through the Audit Committee. The assessment affects financials and reputation and has to be claimed by the institution.

Mr. Helpinstill sits on a committee within his company that meets quarterly and issues the results annually to about 100 individuals. There is a continuous process where they look at operational, financial and reputational items. He would be happy to share an example confidently with members of the Board interested in seeing an example from private industry.

President Moore stated that Finance and Administration has been handling the scope of this work but will manage it jointly with the Chief Audit Executive until the Board decides where it would like the ERA to be. The ERA will help with review and constant improvement, which is a SACSCOC component.

The ERA presentation concluded at approximately 12:45 p.m. and the representatives were excused from the meeting.

AROTC Commissioning – Certain members of the Board attended the commissioning ceremony that was scheduled from 1:00 p.m. to approximately 1:50 p.m.

10. Board Meeting – The meeting reconvened at approximately 2:00 p.m.

Board Budget Update – Dr. Stith reported a balance of \$47,985 and again invited members to take advantage of Board-related conferences.

Report of the BOV/NSUF Liaison Committee – Mr. Cuffee stated that the Committee met yesterday and received the compliance report and the completed audit. All required items were compliant. The Committee had a broad overview of the proposed changes to the MOU that comply with updates to Board Policy #13 – University-Related Foundations. The review is continuing and the Committee looks to completing the document the early part of next year.

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Board's Annual Executive Summary – Mr. Henry asked for one correction to the Annual Executive Summary that replaces his name with B. Keith Fulton as the second individual who attended the SCHEV Orientation this year.

Dr. DiCroce motioned, seconded by Dr. Stith and with a 12-0 Roll Call vote approved the Annual Executive Summary for the Board with the one correction as noted above.

Student Affairs Update – Dr. DiCroce's reported the following:

- Our students in partnership with Virginia 21 are to be commended for registering over 1,000 students.
- Of the 1,039 new freshmen, 88% are living on campus as part of the mandatory requirement. This has made a huge impact in bringing the campus back to life.
- Students are very appreciative of the upgrades and refinements that staff have made in housing; however, have asked for more of a role in producing their own artwork for the residence halls.
- Asked that all Board members take a look at pages 23-26 of the Student Affairs' report that talks about the Ideal Spartan curriculum.
- The enrollment dashboard is a work in progress and hopefully by the next meeting formal metrics will be in place.
- The headcount/FTE numbers/percentages were listed and Committee members are pleased at the significant increase in applications received for the spring.
- Thirteen student-athletes with GPAs of 3.0 and higher were named to the MEAC Cross Country All-Academic Team. Mr. Fogg is a member of this team.
- Recommended that Athletics be placed higher on the agenda for the next meeting to allow time for that report.

Dr. Adams asked for directions for accessing other committee packages in the BoardEffect software. Dr. DiCroce stated that all the packages are listed in the "Library" but it takes some maneuvering within the software to find them. President Moore stated that he would have the directions sent.

President's Report – The following was included as part of the President's Report:

- His surgery is scheduled for Monday, December 12, 2016 and he is expected to be out about six weeks (recovery range is four to twelve weeks). Dr. Jones has been delegated his full authority over the university during his absence. He will be available via phone for emergencies.

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- Concerned with two funding sources (the OCR Accord and a Department of Education Grant) of \$5M each that have been incorporated into the university's operating budget. Should these funding sources change or be lost, it would reap havoc on our budget. Mr. Hunter will take a deeper dive on these two topics but in the interim the goal is to unwind some of the Title III programs and to leverage some of the Title III funds for fundraising to establish a buffer should there be a downturn.

11. Standing Committee and an Ad-Hoc Committee Concurrent Meetings – 2

The Finance and Administration Committee met from 2:25 p.m. to 3:09 p.m. and the University Advancement Committee from 2:25 p.m. to 3:00 p.m.

Academic Affairs – Dr. Stith's report included the following:

- Pleased that there is great communication between the Interim Provost and the Faculty Senate President as well as the administration and the faculty.
- Commended the Interim Provost and faculty for their work with establishing the learning communities and the Spartan Pods. A lot of positive information was shared during the Committee meeting.
- Some concern with the upcoming implementation of new SACSCOC standards. The timing will pose a short window for NSU to respond.
- Stated that the Faculty Senate's report included responses from their survey and the goals that they have set for themselves for 2016-2017.

There was no opposition to approving the honorary degree without having to go into Closed Session.

Dr. Stith motioned on behalf of the Academic Affairs Committee, seconded by Mr. Crowder and with an 11-0 Roll Call vote approved the Honorary Doctorate of Laws for The Honorable Dietra Y. Trent to be presented at the December 10, 2016 Commencement.

Finance and Administration – Mr. Helpinstill provided the following update:

- The Committee reviewed the financials for the university and things are looking good for this year.
- The university is facing a probable 7% reduced budget, which amounts to \$3M for the next fiscal year. A budget savings strategy is being developed to respond to this item; however, the reduction could end up being lower after the crossover is done. The university may have to take a look at increasing tuition in the analogy.
- The Auditor of Public Accounts has initiated the audit for the NCAA Compliance and the report will be issued to the university in January.

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- Discussions were had on the Phyllis Wheatley building. Locals feels that the facility has historic value to community. At the March meeting, the Board will look at options to raze and not build or raze and build.

University Advancement Committee – Mr. Cuffee reported that the Committee received updates on this year's campaign. Everyone is still working diligently toward the end of the year to attract additional donations to reach the campaign goal. Addressing technical issues with mobile devices with making donations online.

Other items of note include:

- The deadline for contributions for the Donor Legacy Wall has been extended to April 1, 2017. There were discussions on continuing to receive funds after the building is open.
- Dr. Haywood is retiring and will be on the cover of the next Behold Magazine.
- The branding campaign is ongoing. A new tag line has been approved and a new logo is being developed.
- There is still time to give for your gift to be included in this cycle.

SGA Representative to the Board – Mr. Fogg reiterated that it was definitely a group partnership between Virginia21 and a few other organizations in registering 1,000 students to vote in this year's election. NSU made history by having the first ever two-week homecoming. During homecoming, students placed emphasis on community service and philanthropy. He is proud to report that a proposal was submitted to establish the Graduate Opportunities for Leadership Development (GOLD) Academy and the SGA is seeking to partner with the SPods initiatives.

12. Consent Agenda

Mr. Helpinstill motioned, seconded by Dr. Stith and with an 11-0 Roll Call vote approved the September 19, 2016 Ad-Hoc Internal Audit Position Application Review Committee minutes.

Mr. Griffith asked for a correction on the last item of the Roll Call vote sheet of the September 23, 2016 Board minutes where he was marked yes. Change yes to absent.

Dr. Stith motioned, seconded by Mr. Griffith and with an 11-0 Roll Call vote approved the September 23, 2016 Board Minutes subject to the correction noted above.

- 13. Old Business** – Dr. Adams requested that the administration in Dr. Gentius' absence, appoint someone to shepherd through the Title IX policy so that the Committee will have that in time to approve by the next Board meeting. It is her understanding that the changes to the policies

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have been made but waiting for Human Resources to have an opportunity to weigh in on the policy.

14. New Business – There was no new business brought before the Board.

Dr. Cherry reminded members about the Board/Society Reception. He asked President Moore to keep the Board informed of the status of Dr. Fontaine's husband.

15. Adjournment

There being no further business, the meeting was adjourned at 3:49 p.m.

Respectfully submitted,

April T. Allbritton, Board Liaison

Bryan D. Cuffee, Secretary
Board of Visitors

NORFOLK STATE UNIVERSITY BOARD OF VISITORS
ROLL CALL VOTE DECEMBER 9, 2016

Item	Adams	Boone	Cherry	Chewning	Crowder	Cuffee	DiCroce	Fulton	Griffith	Helpinstill	Henry	Murphy	Stith	Totals
Quorum established morning session (approximately 8:12 a.m.)	Yes	Absent	Yes	Yes	Absent from vote	Yes	Yes	Yes	Yes	Absent from vote	Yes	Yes	Yes	10-0
Motion to approve the Redraft of the Board Bylaws as presented	Yes	Absent	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Absent from vote	Yes	Yes	Yes	11-0
Motion to approve Level 1 baseline work for the President's House currently estimated at \$90,000 to include some latitude with the cost to bring the house to an acceptable position where it can be used by the university until such time the Board decides to revisit the issue	Yes	Absent	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Absent from vote	Yes	Yes	Yes	11-0
Motion to go into Closed Session	Yes	Absent	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Absent from vote	Yes	Yes	Yes	11-0
Closed Session Certification	Yes	Absent	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Absent from vote	Yes	Yes	Yes	11-0
Re-establish quorum evening session (approximately 2:00 p.m.)	Yes	Absent	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	12-0
Approval of the Board's Annual Executive Summary with one change as noted	Yes	Absent	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	12-0
Approval of an Honorary Doctorate of Laws for The Honorable Dietra Y. Trent to be presented at the December 10, 2016 Commencement	Yes	Absent	Yes	Yes	Yes	Yes	Absent from vote	Yes	Yes	Yes	Yes	Yes	Yes	11-0
Approval of the Ad-Hoc Internal Audit Position Application Review Committee Minutes of September 19, 2016	Yes	Absent	Yes	Yes	Yes	Yes	Absent from vote	Yes	Yes	Yes	Yes	Yes	Yes	11-0
Approval of the Board of Visitors Meeting Minutes of September 23, 2016 with one change as noted	Yes	Absent	Yes	Yes	Yes	Yes	Absent from vote	Yes	Yes	Yes	Yes	Yes	Yes	11-0

NORFOLK STATE UNIVERSITY BOARD OF VISITORS

ROLL CALL VOTE DECEMBER 9, 2016

Norfolk State University Board of Visitors

Resolution to Award

Honorary Doctorate Degree for The Honorable Dietra Y. Trent

WHEREAS, Norfolk State University seeks to honor exceptional individuals who give a substantial part of their lives in serving others and have distinguished themselves throughout their professional careers; and

WHEREAS, The Honorable Dietra Y. Trent has served during three administrations for the Commonwealth of Virginia under Governor McAuliffe and former Governors Mark Warner and Tim Kaine; and

WHEREAS, during her service, she has held the positions of Deputy State Director, Deputy Secretary of Education on two occasions, and currently serves as Secretary of Education; and

WHEREAS, as Secretary of Education, Dr. Trent is tasked with promoting and implementing the Governor's education agenda. This includes eradicating the Achievement Gap, promoting great teaching and learning, working with agencies, stakeholders, and other partners to strengthen educational pathways to the new Virginia Economy; and

WHEREAS, Dr. Trent is a native of Halifax County, Virginia. She earned a bachelor's degree in Sociology and Criminal Justice from Hampton University, and completed her master's and doctoral degrees in Public Administration and Policy from Virginia Commonwealth University; and

WHEREAS, Dr. Trent's contributions to Virginia higher education, in general, and for Norfolk State University are considerable, and will long endure;

THEREFORE, BE IT RESOLVED that after due consideration and careful review by the Interim Provost and Vice President for Academic Affairs, the University President and by University Counsel for legal sufficiency, and upon the recommendation of the Board's Academic Affairs Committee, the Board of Visitors approves this resolution to award the Honorary Doctor of Laws degree to The Honorable Dietra Y. Trent as presented on this 9th day of December, 2016.

BE IT FURTHER RESOLVED THAT she receives this award during the December 10, 2016 Commencement Exercises.