

**BOARD OF VISITORS
BOARD MEETING
ELECTRONIC MEETING**

October 16, 2020

MINUTES

1. Call to Order

Ms. Wilmer, Rector, called the NSU Board of Visitors meeting to order at approximately 8:10 a.m. A quorum of the Board was established with a 9-0 Roll Call vote. Below is a list of individuals that joined the webinar.

Participants – Board Members

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

Non-Participants – Absent Board Members

Mr. Michael J. Helpinstill
Dr. Tamara A. Jones
Dr. Harold “Harry” L. Watkins, II

Participant – Faculty Representative to the Board

Dr. Ashley N. Haines, Faculty Senate President and Associate Professor, Biology

Participant – Presenter

Mr. J. Michael Reinholtz, Audit Director

Participant - Counsel

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

Participants – NSU Administrators and Staff

Dr. Javaune Adams-Gaston, President
Dr. Justin L. Moses, Vice President for Operations and Chief Strategist for Institutional Effectiveness
Dr. DoVeanna Fulton, Provost/Vice President for Academic Affairs
Mr. Gerald E. Hunter, Vice President, Finance and Administration
Dr. Leonard E. Brown, Vice President, Student Affairs

BOARD OF VISITORS

Board Meeting

October 16, 2020

Page 2

Participants - NSU Administrators and Staff (continued):

Mr. Ericke S. Cage, Executive Advisor to the President and Board of Visitors for Policy, Compliance and University Ombudsman (*Also, observer for a portion of the meeting*)
Ms. Melody Webb, Athletics Director
Ms. Derika L. Burgess, Interim Chief Audit Executive
Dr. Michael M. Shackelford, COVID-19 Director of Operations
Ms. Tanya S. White, Special Assistant to the President
Mr. Rasool A. Shabazz, Project Engineer, Office of Information Technology
Mrs. April T. Allbritton, Office Manager/Board Liaison

Observers – NSU Administrators and Staff

Mr. Clifford Porter, Vice President, University Advancement
Dr. Andrew Carrington, Assistant Vice President, Finance & Administration
Ms. Karla Amaya Gordon, Assistant VP, Finance and Administration/University Controller
Mr. Dennis Jones, Executive Director, Planning and Budget
Dr. Andrea Neal, Associate Vice Provost
Dr. Aurelia Williams, Interim Vice Provost for Academic Administration

Observers – NSU Faculty

Ms. Sharon Alston, Assistant Professor, Social Work
Dr. Bertha Escoffery, Adjunct Professor
Dr. Felicia Doswell, Associate Professor, Computer Science
Dr. Yen-Hung Hu, Associate Professor, Computer Science
Dr. Thorna Humphries, Associate Professor, Computer Science
Dr. Rasha Morsi, Professor and Graduate Program Coordinator
Dr. Matthew Russell, Assistant Professor, Music
Dr. Lamiaa S. Youssef, Professor, English and Foreign Languages

Observers – Others

Ms. Jane Smith, Member of the Community
757-375-7164

2. Report from the Audit of Public Accounts – Mr. J. Michael Reinholtz, Audit Director, provided the following update to the Board:

- Work on the fiscal year 2019 audit began in January 2020 and ended in June 2020. The Board was sent copies of the report the early part of September.
- For the fiscal year 2019 financial statements, NSU was issued an unmodified audit opinion – a clean audit opinion for the financial statements.
- Findings for the auditing standards are classified into two different categories.

BOARD OF VISITORS

Board Meeting

October 16, 2020

Page 3

- 1) Material weakness – an internal control weakness that could have a material effect on the university's operations or the financial statements.
 - 2) Significant deficiency (the lesser category) - important enough to merit attention by those responsible for oversight.
- The university had no material weaknesses; however, there are two significant deficiencies that are repeats from previous years (down from five).
 - 1) Continue to improve the information security risk management and contingency programs. The university made a lot of progress in this area by completing the risk assessments of all the sensitive IT systems, and the business impact analysis for all those systems.
 - 2) Upgrade or decommission the end of life technology. Progress is being made.
 - Three new recommendations:
 - 1) Comply with the provisions of the Prompt Payment Act – meaning invoices should be paid within 30 days. There were a few that exceeded the 30-day limit either waiting on approval from a department, or there was a communication issue.
 - 2) Improve the employee termination procedures as it relates to IT system access or network access for terminated employees. Access should be removed within 24 hours. There were a couple of instances where employees had access to the procurement system, but not for an extended period of time.
 - 3) The process credit card reconciliations should be completed and approved by the first of the following month per the university's policy. There were a few exceptions. There were no cases of invalid purchases.
 - There were no instances of non-compliance that was required to be reported and there were no indications of any fraudulent transactions, or illegal acts that we identified as a result of the audit.
 - Concurred with management's application of all their accounting principles.
 - There was one audit adjustment made due to a routine journal entry code that was switched. The adjustment had no impact overall on the financial statements. The institutional support was overstated and the academic support was understated by \$2.2M. This was corrected on the financial statement that was issued.

Upcoming Work:

- A report on the compliance with the NCAA subsidy percentage should have gone out yesterday, if not, the university will receive it today. This is the General Assembly's

BOARD OF VISITORS

Board Meeting

October 16, 2020

Page 4

requirement of a set percentage for subsidy for each institution based on their level of athletics. For Norfolk State with Division 1AA football program the threshold is 70%. The university was a little over at 70.6%; however, it improved from the previous year with 72.85%.

Action Item – The university must submit a report to the Governor and the General Assembly outlining its plan to get below the 70% threshold for the subsidy percentage for Athletics.

Note – Looking ahead to 2021, Athletics and student fees are going to be a concern at every institution because of the pandemic. The General Assembly will take a close look at refunds that should have been made.

- APA will be back to follow up on the Student Financial Aid recommendations that they made in 2018. APA did not follow this for 2019. These relate to federal work for student financial aid programs across the state.
- APA will also be doing work to support the statewide single audit, which is the state's report on the federal funds and the programs across the state. That follow up should start in late October, early November, and should wrap up in January. The report will go out in February.
- APA will do work to look at federal funds received by the university, as a result of the Education Stabilization Act, or the CARES Act funds related to the pandemic.
- Will began the 2020 audit for NSU in January 2020, and hopefully, will wrap that up in the spring.

Mr. Reinholtz stated that he appreciated all of the cooperation from staff in helping to get this work done virtually.

In response to Mr. Henry, Mr. Reinholtz stated that he would check with the Project Manager and report back on when the Athletics report is due to the General Assembly.

Ms. Blunt as Chair of the Audit, Risk and Compliance Committee had no questions and stated that she and the Chair of the Finance Committee had an opportunity to review and discuss the report prior to this presentation.

Rector Wilmer stated that it was important for the Board to hear these points as the university's focus is on a culture of compliance, and the university is working toward Level II by 2022.

BOARD OF VISITORS

Board Meeting

October 16, 2020

Page 5

Action Item – Provide a formal update on internal efforts to improve compliance relative to the outstanding audit items shared by the departing Chief Audit Executive. Update should include steps to build out the compliance function, the risk management function, the audit function. Inform the Board if resources are needed.

Dr. Adams-Gaston thanked Mr. Reinholtz for the thoroughness of his report and she thanked the staff for working hard to move the university in the right direction. The university is progressing; however, there is a need to move a little bit faster. There are some things that can be eliminated pretty quickly and these are being worked on. ***The university has about a month before the Athletics report is due to the General Assembly.***

Dr. Adams-Gaston reported that in a conversation with The Honorable Grindly Johnson, Deputy Secretary of the Administration, about two weeks ago, she was informed for the very first time by Ms. Johnson that NSU is on track for Level 2 by 22. This is largely due, because our procurement is in a much better place.

3. Bylaws Review Committee -The Honorable Jean W. Cunningham, Chair

Ms. Cunningham thanked the Committee members: Mr. Blake, Bishop Brown, Mr. Dyke and Dr. Watkins. She provided special thanks to Mr. Dyke for stepping in during her absence. She and Mr. Dyke met with the Association of Governing Boards (AGB) team and took their comments were into consideration. The Committee also received invaluable support from legal, Ms. Boston and her staff, who made sure that all of the changes were in compliance with the *Code of Virginia*, and that there were no conflicts.

Ms. Cunningham explained that the Committee package contains an executive summary that explains where all of the changes were made. A markup of the bylaws is provided showing deleted language as redlined, and any new language is highlighted in yellow. Lastly, a clean copy of all of the incorporated revisions has been provided.

The Board agreed with the advice of counsel that voice vote would be used to approve each section individually, and to approve the revised Bylaws document in its entirety would be done by Roll Call vote.

Article 1, Section 2 – Powers and Responsibilities

Ms. Cunningham stated that the current language in item 1 states “manage the funds of the university” that tracks the language that appears in the *Virginia Code*. However, it would be in compliance with that language if the Board stated “assure financial stability of the university,” which the Board actually does.

BOARD OF VISITORS

Board Meeting

October 16, 2020

Page 6

Also in this section, the wording for item 11 was changed from “adopt rules and regulations governing student conduct” to “adopt rules, regulations and policies for the university operations.” Two new items added as “12. Develop Statement of Board Expectations” and “13. Monitor academic quality and student success.”

There being no questions or discussion, the following motion was made.

Mr. Dyke motioned, seconded by Mr. Blake, the Board unanimously approved the changes to Article 1, Section 2 – Powers and Responsibilities for items 1, 11, 12 and 13 as presented.

Article 1, Section 3 – Meetings

Ms. Cunningham stated that the first change is to strike the following language “in addition to all other meetings of the Board” in item C. Presidential Evaluation Meeting. This implied that there has to be an additional meeting, which is not required by the *Code*. Striking the language allows the Board to perform the evaluation during one of the regular meetings of the Board. Then there is language that was struck in the first sentence of item F. Agenda with the following being inserted: “the draft agenda for each full Board meeting is to be prepared by the Rector in conjunction with the President or the President’s designee. The draft agenda for each meeting of a Board Committee is to be prepared by the Committee chair or the staff designee.”

There were no questions or discussion on this section. The following motion was made.

Dr. DiCrocce motioned, seconded by Mr. Dyke, the Board unanimously approved the changes to Article 1, Section 3 – Meetings for items C. Presidential Evaluation and F. Agenda as presented.

Article 1, Section 6 – Committees

Ms. Cunningham stated that all of the Standing Committees, as they initially appeared have been struck. The new Standing Committees, as recommended by the AGB consultant, and as discussed by the Bylaws Review Committee are the:

- 1) Governance Committee;
- 2) Strategic Finance Committee;
- 3) Academic and Student Affairs Committee; and
- 4) Audit, Risk and Compliance Committee.

Mr. Dyke stated that the Student Affairs Committee was folded into Academic Affairs Committee. The Finance Committee has become the Strategic Finance Committee, which

BOARD OF VISITORS

Board Meeting

October 16, 2020

Page 7

has a broader role to look at strategies, as well as the actual numbers. The Governance Committee is reflective of what the AGB team talked about to establish a Committee that sort of oversees the performance of Board members, and all kinds of governance related issues. The Audit, Risk and Compliance Committee is reflective of the changes the Board approved earlier with respect to the new charter for the Audit Committee.

Mr. Dyke added that the Bylaws Review Committee tried to streamline the process to make sure that the new Committees reflect how the Board will spend its time in a more positive way to address live issues, opposed to just receiving reports on what might have happened in the past. Also, a smaller set of Standing Committees were created to make better utilize Board members' time.

Mr. Griffith questioned the language in the first sentence of the Governance Committee, where it talks about coordinating the selection of Board members.

There was a lengthy discussion that covered all the particulars of how appointees are nominated, vetted and ultimately appointed by the Governor to include examples of the types of interaction with the Secretary of the Commonwealth's Office over the years with the President and/or Rector. See additional information on this by referring to Mr. Cage's presentation on Governance Insights: Board of Visitors Profile Development on page 15 of the minutes.

At the recommendation of Dr. DiCroce, the language in the first sentence should be changed to bring clarity to the Governance Committee's task regarding this item. After additional discussion, Ms. Cunningham stated that the change would be that the Governance Committee coordinates **"input into the"** selection of Board members. She called for a motion to approve.

Mr. Dyke motioned, seconded by Mr. Griffith, and unanimously voted by the Board to approve the change to the first sentence of the Governance Committee to read the Governance Committee coordinates "input into the" selection of Board members.

Mr. Henry asked about the disposition of how Advancement would operate? Mr. Dyke stated that Advancement falls under the Strategic Finance Committee per say, as this Committee discusses fundraising, priorities and alternative revenues; however, as AGB recommended Advancement is the work of the full Board, and this overall responsibility lies with the full Board.

There being no additional discussion regarding Committees, the following motion was made.

BOARD OF VISITORS

Board Meeting

October 16, 2020

Page 8

Mr. Dyke motioned, seconded by Mr. Fulton, the Board unanimously approved the changes to Article 1, Section 6 – Committees.

Article II – Employees

Ms. Cunningham stated that the changes in this Article under Section 3 are made to reflect the changes to the new Standing Committee structure. There is also a change to the heading for Article II to “Officers and Employees of the University” and a change to the heading for Section 5 to “Additional Board employees.”

There were no comments or questions on this section.

Ms. Blunt motioned, seconded by Bishop Brown, the Board unanimously approved the changes to Article II as presented.

Article III – Miscellaneous

The final item presented by Ms. Cunningham was the addition of Section 4 – Liability.

Ms. Boston stated that this section is basically the language from the statute that is most commonly used in a majority of the other universities’ bylaws. Board member are provided this information during their orientation training. She added that it is good to see it in black and white to have the comfort that comes with it.

There no questions or comments. Ms. Cunningham asked for a motion to approve.

Mr. Blake motioned, seconded by Mr. Griffith, the Board unanimously approved that Section 4 – Liability be added under Article III – Miscellaneous as presented.

Ms. Cunningham then asked for a motion and Roll Call vote to approve the Bylaws in its entirety.

Mr. Blake motioned, seconded by Ms. Cunningham, the Board took a 10-0 Roll Call vote on the approval of the Board Bylaws with the revisions as presented to include the change to the Governance Committee as stated in the above motion.

4. Chair Comments, Audit, Risk and Compliance Committee

Ms. Blunt stated that there were two models that were discussed during their last Committee meeting. One model combined the Compliance and Audit work into one position. The second model has two separate positions. One was the Chief Audit Executive and the second

BOARD OF VISITORS

Board Meeting

October 16, 2020

Page 9

for the Chief Compliance Officer. Since the current Chief Audit Executive has left, there is an opportunity to rethink whether the Board should recruit for someone who has both the audit and risk skillset, or recruit for two separate positions. The Committee in consultation with the President are of the opinion that both positions are needed due to the size and scope of the work at hand. The President confirmed that the budget was available to cover both positions. However, the Committee will defer to the pleasure of the Board.

Dr. Adams-Gaston thanked the Committee for their work on this important task, and Ms. Blunt, who has been focused on forward mobility in the audit and compliance area. Dr. Adams-Gaston supports having the two positions in light of things that have happened previously, and where the university now stands with plenty of work that needs to be done. She has looked at the numbers and the Assistant VP for HR, Dr. Pruden, has reviewed the positions and what the salary issues might be. There are no salary issues related to these two positions.

Ms. Blunt asked the Board if there were any questions regarding the job descriptions for the positions provided in the meeting packet. The job descriptions have been reviewed by HR, relevant Cabinet members and the President. She noted that there are skillsets in both of the positions that intentionally overlap. Ms. Blunt asked if there were any questions or concerns.

In response to Bishop Brown, Dr. Adams-Gaston stated that the position is Faculty Administration (FA), a classification that is identified in the handbook; however, is not eligible for tenure.

Ms. Blunt was asked to make a motion to memorialize the model/organizational structure for Internal Audit.

Ms. Blunt motioned, seconded by Mr. Blake and unanimously voted by the Board to accept Model 2 that includes both the Chief Compliance Officer and the Chief Audit Executive.

Action Items – Ms. Blunt asked Dr. Adams-Gaston to go full speed ahead to begin the recruitment. She also asked for a timeline and plan for having the final two candidates for each position ready for interview by the next Audit, Risk and Compliance Committee Meeting, which is yet to be determined. Positions are to be posted immediately.

5. Report from the Faculty Representative to the Board – Dr. Ashley Haines’ report included the following information.

- She named the new officers for 2020-2021 Faculty Senate and noted that some of them have joined the meeting as observers.

BOARD OF VISITORS

Board Meeting

October 16, 2020

Page 10

- Goals of the Faculty Senate include:
 - **Improve shared governance** – There is a good relationship with Dr. Adams-Gaston and with the Board. She really appreciated the recognition about the value of faculty voices that was shared during the Board of Visitors Retreat. To hear that faculty expertise and input is valued was really heartening. She shared this information with the Faculty Senate and the Faculty Senate Executive Committee.
 - **Work towards improving faculty development opportunities** – The faculty was happy to see the opening of the Center for Teaching and Learning; however, due to the transitioning of leadership not many steps were made forward as they had hoped to see. Moving forward, there is some opportunity for faculty development as funding is available.
 - **Look at ways to address salary disparities** – This is definitely still a work in progress, and currently in a holding pattern due to leadership transition. However, looking forward to talks about this in the coming year.
 - **Improve the evaluation process** – This is needed for faculty in particular, but also for chairs and deans. In crisis mode last year as faculty were dealing with changes to the portfolio format. Faculty are trying to manage this year, but look to move the bar forward in the coming year to improve the evaluation process.
- In trying to develop the priorities for the Faculty Senate this year, a data driven approach was used. Faculty were surveyed, not just the senators. Any faculty member at the university could participate in the survey.

The fourteen topics are ranked in order from the highest to the lowest (the highest is at the top). These will be compressed into a format that is sort of similar to the goals that were provided. The priorities will be compressed to four main points with some subtopics underneath. For instance there are several priorities that deal with processes such as items 7, 8 and 9, which can be grouped together. The Faculty Senate will vote on the priorities at its upcoming meeting next week.

Rector Wilmer stated that the survey speaks to some areas that President Adams-Gaston has flagged as wanting to address as well. So, it is good to see that there is alignment with the administration's goals. Mr. Dyke stated that some of the faculty points align with points raised in the Institutional Assessment that was presented to the President.

Dr. Haines stated that faculty members have expressed concern about the delay of the tenure and promotion decisions. She is glad to see this will be addressed on the agenda today.

BOARD OF VISITORS

Board Meeting

October 16, 2020

Page 11

Other Concerns:

- There's been a lot of discussion about the impact of COVID on faculty research, in particular, scholarly activity in general has been hindered. Faculty are hoping that there will be a tenure clock extension. Also, flexibility on the annual evaluation criteria is needed due to COVID. She spoke about a rubric where a faculty might have to attend scientific conferences and perform hours in the lab with graduate students. These things have been halted in some instances because of COVID. Faculty are also nervous about the upcoming changes to the evaluation process like potentially moving the evaluation online.
- Some faculty are concerned about student motivation and engagement in the virtual learning environment. Faculty are really focused on student success and want to support students in any way that they can. Faculty are being nimble as possible and adapting to the conditions as much as possible. Dr. Haines noted that the Office of Extended Learning and OIT have been extremely supportive.
- There is a lot of work ahead, but faculty are optimistic about the current stability of the administration.

Dr. Haines stated that the Provost now meets monthly with the Executive Committee of the Faculty Senate. It is really great to be able to have that diversity of voices to be heard. She added that the faculty appreciate the culture of care that has been communicated by the President and others. This speaks a lot to the success that NSU is having during the pandemic. Faculty hopes that this success and the culture of care spreads beyond the pandemic and becomes part of normal everyday life on campus.

6. **Student Representative to the Board** – Dr. Adams-Gaston noted that Mr. Jeremiah O'Bryant was attending a mandatory Thurgood Marshall College Fund leadership Conference, and therefore, is not able to participate in person or virtually. His representative was also unable to attend. The Board will hear a report from Mr. O'Bryant at the next meeting of the Board.

7. Announcements

Mr. Dyke mentioned that during the Town Hall held yesterday by the Formal Vice President Joe Biden, he mentioned HBCUs and having gone to a school where they opened a new Cybersecurity Center. The Vice President did not specifically mention NSU; however, it was NSU that he visited. *Mr. Dyke suggested that the university may want to put out a press release to follow up on that Biden was highlighting what was going on at NSU and how important that is.*

BOARD OF VISITORS

Board Meeting

October 16, 2020

Page 12

Dr. Adams-Gaston stated that Mr. Cage has a picture of Vice President Joe Biden during his visit to campus and she will share that later with the Board. *She will also follow up on Mr. Dyke's suggestion.*

Rector Wilmer recognized two members of the Board, The Honorable James W. Dyke, Jr. and Dr. Deborah M. DiCroce, and Dr. Adams-Gaston, President, on being selected for Virginia Business Magazine's "Virginia 500 Power List." She asked each of them to display their plaque provided on behalf of the Board as a token of appreciation.

Mr. Dyke announced that he and Dr. DiCroce have been appointed as two of the three chairs to the Virginia Early Childhood Foundation's (VECF) Back to Work Virginia Task Force. Norfolk State is prominently involved in that effort through their representation. Will push hard to involve Norfolk State in the statewide solution to address the need for a well-financed, well-structured childcare system in Virginia.

8. Closed Meeting

The Board took a break at approximately 9:49 a.m. and joined the Closed Meeting webinar at approximately 10:00 a.m.

Mr. Blake motioned, seconded by Mr. Dyke, the Board unanimously moved to adjourn and reconvene in Closed Meeting Section 2.2-3711(A) 1, 4, 7 and 8 and 2.2-3705.3 (7) of the Code of Virginia, for the following purposes, pursuant to the noted subsections:

3711(A) 1 and 4 and 3705.3 (7): discussing personnel matters, including more specifically, discussion of assignment, appointment, promotion, salaries, performance evaluations as well as the promotion of, and granting tenure to, certain university employees; and discussion or evaluation of performance of departments of the University that necessarily involve discussion regarding performance of individual employees, more specifically related to reports, investigative notes, correspondence and information furnished in confidence and records otherwise exempted, of the University Internal Audit Office and the Office of the State Inspector General; and

3711 (A) (7) and (8): consultation with legal counsel pertaining to actual or probable litigation, where such consultation or briefing in open meeting would adversely affect the negotiating or litigating posture of the university, including more specifically for legal counsel to give a status update on pending and potential litigation of which the Board should be made aware; along with any necessary consultation with legal counsel regarding matters noted in this motion; and

BOARD OF VISITORS

Board Meeting

October 16, 2020

Page 13

Further, that the President, Interim Internal Auditor, University Legal Counsel, University Provost, University Assistant VP for Human Resources remain for the Closed Meeting.

9. Open Meeting

The Board having reconvened in the Open Meeting, took a 8-0 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.

10. Public Comment – No one signed up for public comment.

11. MEAC/Athletics Update – Bishop Brown's comments included four items as focal points. He asked Dr. Adams-Gaston to elaborate as needed.

- 1) MEAC Composition – Three institutions are leaving the MEAC following the 2020-21 athletic year, reducing the membership to eight all-sports members, including six that play football. The remaining members have not expressed any intent to leave the MEAC.
- 2) It will be a challenge for the MEAC to institutionally realign to maintain finances and growth opportunities. The MEAC has been in dialogue with other institutions that might join our conference, but nothing concrete at the moment.
- 3) Six is the minimum number needed for a sport to be recognized by the NCAA as a conference championship sport.
- 4) A Multisport Conference has to be composed of at least seven active Division I members.

Bishop Brown stated that NSU will remain sensitive to try to remain in a football playing conference. Football and basketball are the two sports that are the lion's share of NSU's budget. The Board may have to make some difficult choices before the 20-21 athletic year ends.

In response to Ms. Blunt regarding if the MEAC crashed today, what would be the options for NSU? Bishop Brown stated the options that are available include:

- Back up to a lower level conference membership.
- Realigning with conference memberships on the same level that we are already on.
- Soliciting schools that will quickly align with us in the MEAC.

BOARD OF VISITORS

Board Meeting

October 16, 2020

Page 14

In response to chatter regarding the MEAC affecting recruitment, Bishop Brown stated that the social climate of our nation has made HBCU Athletics more prevalent in the recruiting process, because there are a lot of young people that are now feeling that an HBCU is a good place to go. Also, the fact that we are managing better during COVID than other larger schools really helps. There is nothing detrimental for us that would impact our recruitment.

In response to Mr. Fulton's question on any unanticipated recruits, Bishop Brown stated that the social climate has put NSU at the table with people typically that NSU would not have an opportunity to dialog with. Ms. Webb concurred and stated that the challenge is making sure that staff can actually reach these promising athletes.

Rector Wilmer stated that one of the previous questions discussed was around the financials for Athletics, NSU's commitment to MEAC, and the overall ability to support that function going forward.

Mr. Hunter spoke to the structural shortfalls for Athletics that have occurred in the past. The shortfall for FY20 was reduced to about \$1.8 M. The objective for the current fiscal year, which is FY21, is to get it down below \$1M and then continue to identify additional revenues to support this amount. There were several revenue enhancement efforts that were supposed to take place such as guaranteed game funding, generating revenue through utilizing the new turf in the stadium, and we were beginning to see increases in attendance at basketball and football games. Our financial position in Athletics has been improving, but of note, the university did reduce the mandatory fee charge to students by 23%, which was roughly about \$2 M.

Rector Wilmer stated that in the future, the Board will be looking for some updates and recommendations from the administration in regards to plans to cover, manage, or make adjustments in this Athletics. Also, the MEAC and how that costs will play out into the future management of Athletics.

Bishop Brown added that the conference options out there with the budget that we currently operate under, would allow us to maintain competitiveness, and not be in over our head.

Dr. Adams-Gaston announced that NSU will host the national championships for track and field, collegiate track and field for 2023 to 2026. This will be televised by ESPN so there will be a lot of opportunity to showcase the university. As a point of clarification, Bishop Brown stated that part of this would be at the Sportsplex in Virginia Beach. Dr. Adams-Gaston stated that NSU will have the outdoor portion on campus and the indoor will be in Virginia Beach. She thanked the new Athletics Director, Ms. Webb, for facilitating this opportunity.

BOARD OF VISITORS

Board Meeting

October 16, 2020

Page 15

12. Governance Insights: Board of Visitors Profile Development – Mr. Cage’s presentation addressed a more formalized Board process in which to provide input into the process of identifying or recommending candidates to the Governor, who may help expand the Board’s capacity in terms of providing additional expertise. Below is a summary of his comments:

- Board member recommendations can come from the Secretary of the Commonwealth’s Office and the Commission on Higher Education Board Appointments. In addition, the *Code of Virginia* also allows the Alumni Association to make recommendations to the Governor. Also, recommendations for Board members come from University Presidents, Board of Visitors members and other external sources.
- Regardless of who makes the recommendation, the fact is that the Governor, and only the Governor, is the individual who makes the appointment followed by the approval of the Virginia General Assembly.
- To assist the Board with making recommendations, a kind of preliminary profile has been put together. Over the last decade, some of the commonalities in terms of job titles, include Presidents and CEOs, and Senior Vice Presidents. In terms of common occupations the areas are: healthcare, telecommunications, law and education.
- The NSU’s Board of Visitors approved a document called “Qualifications and Competencies for Governing Board Members” back in 2013. This is more of an aspirational document, which speaks to the qualifications that this Board decided that it would like to see or prefer a member have. The Board may want to refer back to this when making recommendations.
- The Board of Visitors Skills and Experience Matrix is an objective evaluation of the current experiences and competencies that are inherent to the current Board that was compiled using resumes currently on file in addition to publicly available information. There are nineteen categories, which are taken from materials provided by AGB and BoardEffect, our partners in with respect to board governance.
- The Preliminary Gap Analysis will inform you of the combined strength, as well as areas where there may be a gap. Based on what is shown, there is a potential gap in the CEO, founder experience, sponsored research and capital projects.

Mr. Cage stated that the next step will be for each Board member to complete and return the matrix. The responses will be compiled. The Board will decide how they will prioritize the recruitment targets, which is a separate conversation, and finally, after that the recommendations and the core list will be made available to the Secretary of the Commonwealth by the President after having consultation with the Board.

BOARD OF VISITORS

Board Meeting

October 16, 2020

Page 16

- 13. President's Update** – Dr. Adams-Gaston stated that NSU will be a Top 10 HBCU by 2025 with programs of distinction in the Arts, in Business, in Cybersecurity and STEM. We want to be the place where people turn to when they want to know about public policy through our Center for African American Public Policy.

As a follow up on the Career Placement rate, Dr. Adams-Gaston confirmed that the actual rate for NSU is 66%. Companies where students are employed include: Northrop Grumman, IBM, Audi, Sandia National Laboratories, the U.S. Army, NASA, Intel, just a few of them.
Action: Dr. Adams-Gaston will provide an exhaustive list to the Board.

Financial Report – Remarks from Dr. Adams-Gaston included:

- The university currently has revenues of \$112,634,742 from all sources and has used \$47 million of the \$112 M dollars.
- Forecasted 5,250 students this year and was fortunate to be able to have 5,457 students, who actually came to the university. This increased the budgeted forecast by 4%.

Approximate Figures	Forecasted	Received	Difference
Tuition and Fee Revenues	\$22 M	\$24 M	↑\$2 M
Mandatory Fees	\$8.9 M	\$7.2 M	↓\$1.7 M
Room and Board	\$15 M	\$7.7 M	↓\$8 M

- In the first two weeks of school, virtual education was provided. This was done in a very deliberate way. Since some faculty were teaching remotely and others online, the university could not charge the full mandatory fee. The mandatory fee was reduced by essentially 23% and students were provided a reduction of \$440.00 to their accounts. This had an impact of \$1.7 M.
- Pending revenue (*cannot count until funding is officially authorized – assuming the legislation passes*)

Governor's HBCU Allocation	\$7.5 M
Relief for COVID	\$2 M
Funds for PPE	\$1.8 M
Debt Service Refinance	\$8.3 M
Total	\$19.6 M

- Bottom line – Started out with a fund balance \$32.6 M. Approximately \$16 M has been spent. Fund balance remaining is approximately \$16.5 M. Pending expenditures are about \$5 M. The university could end up with as much as \$30 M, if the state funding comes through, but for sure will be at about \$13.7 M.

BOARD OF VISITORS

Board Meeting

October 16, 2020

Page 17

- The amounts listed above do not include possible CARES Act Funding. At this point, no one knows if there will be additional funding.
- Next semester's enrollment does not necessarily have to be better than this semester, in terms of COVID-19 for the university to still be in a good position.
- Still working to conserve funding with little or no travel, being cognizant of auxiliary wide savings. May have the opportunity for housing, dining, and debt service savings. If things do not turn around for next semester, the university will implement furloughs for as many as 15 days in a year span. This will be probably calibrated based on how people are paid. Some people might have to take more days and some fewer.
- Currently, looking at short-term growth strategies, which will always include enrollment growth, but also including academic program review and rightsizing.
- We hope to grow in terms of patents, in terms of sponsored research, and especially in terms of relationships outside of the institution that have us working with other organizations, corporations, and, in particular, the Navy, as we move forward.
- Long-term growth strategies – The endowment is up to \$36 M. At \$33 M last year.

Dr. Adams-Gaston paused for questions.

Ms. Blunt stated that she would anticipate that the downstream effect of COVID will be with us for a minimum of 2 to 3 more years. Right now the university is counting on its reserves, or the non-recurring revenue. There should be some thought on how to maintain some of those dollars for the 2 to 3 year period. Some harder decisions may need to be made as you do not want to use up all of that money in the first year and a half, and the bottom falls in year 2 or 3.

There was a brief discussion about timing and how some universities immediately did things an opportunistic way with furloughs and reductions in the workforce. Timing is a big issue with the viability of the institution, so there is a need to be strategic.

Dr. Adams-Gaston stated that this is top of mind. Some of NSU's employees are one paycheck away from not being able to survive, so a deliberate decision was made to try and keep everybody whole for as long as we can. Cuts may come; however, furloughs will be implemented first. We are realistic that we can let this go too far down the stream before we say it is time.

Mr. Blake thanked Ms. Blunt for making that point. He thanked Dr. Adams-Gaston and the team for a great job on the presentation. He noted that one of the keys to dealing with potential financial challenges is messaging. Messaging is important and properly teeing up the potential paths that the university might take.

BOARD OF VISITORS

Board Meeting

October 16, 2020

Page 18

Mr. Griffith shared that UNCF and Thurgood Marshall have been focused very closely on the congressional movement with the next round of relief. These organizations continue to be strong advocates and are pushing the agenda, and as far as they can see, there is language in the package for another round of support for the nation's HBCUs and Minority Serving Institutions. UNCF has been working with its 37 members and some of the national firms in coming up with plans like this.

Dr. DiCroce cited information from SCHEV's report that NSU's headcount is estimated to be down 3%. Mr. Hunter spoke to the projections/targets that are defined annually with SCHEV. After an extended discussion on enrollment for the past several years, it was noted that NSU did not hit the projection/target as agreed upon with SCHEV of 5,600, but has done well to increase enrollment over last year despite COVID.

Dr. DiCroce recommended that the university keep an eye on the headcount, as well as the part-time market. This could potentially have a major impact if the university keeps going down incrementally. In addition, the number of high school graduates is going down.

In response to Dr. DiCroce, Mr. Hunter reported that 70% of the university funding is tied to personnel and about 2.5%, approximately \$4M to \$5 M is in utility cost.

Dr. DiCroce stated that it is conceivable that if enrollment continues to track down, the university might not have a choice, but to look at how its handling personnel. The worst possible thing would be to end up caught unprepared.

Dr. Adams-Gaston stated that this is being watched and she does not intend to break the "piggy bank." NSU will implement the right kind of planning and has done work on worst case scenarios.

14. Promotion, Tenure and Special Resolution

Rector Wilmer call attention to the Resolutions that are being considered. Ms. Boston advised that the top portion be read verbatim.

Dr. Fulton read the top portion of the following resolution, which was proceeded by a motion and Roll Call vote for approval of promotion for Dr. Charles Birore.

NORFOLK STATE UNIVERSITY BOARD OF VISITORS RESOLUTION TO APPROVE CHANGE IN STATUS - PROMOTION

BOARD OF VISITORS

Board Meeting

October 16, 2020

Page 19

WHEREAS, the Norfolk State University Board of Visitors has considered eligible faculty members for potential promotion based on the recommendation of the Provost and Vice President for Academic Affairs and the University President; and

WHEREAS, based on representation of full compliance with the review process and recommendations by University administration and after due consideration of the promotion process of these faculty members, the Norfolk State University Board of Visitors approves that **Dr. Charles Birore** be promoted to the rank of **associate professor of Social Work**.

THEREFORE, BE IT RESOLVED, that after due consideration and recommendations from the departmental peer evaluation committee, there being no department chair, the dean, the university review committee, and consideration and careful review by the Provost and Vice President for Academic Affairs, the University President, and review by University Counsel for legal sufficiency, the Norfolk State University Board of Visitors approves this resolution to award promotion to the rank of **associate professor of Social Work** to **Dr. Charles Birore** this 16th day of October, 2020.

Mr. Henry motioned, seconded by Ms. Cunningham, and with a 9-0 Roll Call vote, the Board approved to award promotion to the rank of associate professor of Social Work to Dr. Charles Birore.

Dr. Fulton directed the Board to resolution number four, which was for the same faculty member, Dr. Charles Birore, but this time for tenure.

Being a duplicate of information, Ms. Boston advised that the information does not need to be read again, if it is for the same person. A motion was made to approve the tenure candidate.

Ms. Blunt motioned, seconded by Ms. Cunningham, and with a 9-0 Roll Call vote, the Board approved to award tenure to Dr. Charles Birore.

Dr. Fulton read the top portion of the following resolution, which was proceeded by a motion and Roll Call vote for approval of promotion for Dr. Andrew Franklin.

NORFOLK STATE UNIVERSITY BOARD OF VISITORS RESOLUTION TO APPROVE CHANGE IN STATUS - PROMOTION

WHEREAS, the Norfolk State University Board of Visitors has considered eligible faculty members for potential promotion based on the recommendation of the Provost and Vice President for Academic Affairs and the University President; and

BOARD OF VISITORS

Board Meeting

October 16, 2020

Page 20

WHEREAS, based on representation of full compliance with the review process and recommendations by University administration and after due consideration of the promotion process of these faculty members, the Norfolk State University Board of Visitors approves that **Dr. Andrew Franklin** be promoted to the rank of **associate professor of Psychology**

THEREFORE, BE IT RESOLVED, that after due consideration and recommendations from the departmental peer evaluation committee, the department chair, the dean, the university review committee, and consideration and careful review by the Provost and Vice President for Academic Affairs, the University President, and review by University Counsel for legal sufficiency, the Norfolk State University Board of Visitors approves this resolution to award promotion to the rank of **associate professor of Psychology** to **Dr. Andrew Franklin** this 16th day of October, 2020.

Mr. Blake motioned, seconded by Ms. Cunningham, and with a 9-0 Roll Call vote, the Board approved to award promotion to the rank of associate professor of Psychology to Dr. Andrew Franklin.

Dr. Fulton stated that the next resolution is for the same faculty member, Dr. Andrew Franklin, but this time for granting tenure. A motion was made to approve the tenure candidate.

Ms. Cunningham motioned, seconded by Mr. Blake, and with a 9-0 Roll Call vote, the Board approved to award tenure to Dr. Andrew Franklin.

Dr. Fulton read the top portion of the following resolution, which was proceeded by a motion and Roll Call vote for approval for promotion for Dr. Marie St. Rose.

NORFOLK STATE UNIVERSITY BOARD OF VISITORS RESOLUTION TO APPROVE CHANGE IN STATUS - PROMOTION

WHEREAS, the Norfolk State University Board of Visitors has considered eligible faculty members for potential promotion based on the recommendation of the Provost and Vice President for Academic Affairs and the University President; and

WHEREAS, based on representation of full compliance with the review process and recommendations by University administration and after due consideration of the promotion process of these faculty members, the Norfolk State University Board of Visitors approves that **Dr. Marie St. Rose** be promoted to the rank of **professor of Nursing and Allied Health**.

BOARD OF VISITORS

Board Meeting

October 16, 2020

Page 21

THEREFORE, BE IT RESOLVED that after due consideration and recommendations from the departmental peer evaluation committee, the department chair, the dean, the university review committee, and consideration and careful review by the Provost and Vice President for Academic Affairs, the University President, and review by University Counsel for legal sufficiency, the Norfolk State University Board of Visitors approves this resolution to award promotion to the rank of **professor of Nursing and Allied Health** to **Dr. Marie St. Rose** this 16th day of October, 2020.

Ms. Cunningham motioned, seconded by Mr. Blake, and with a 9-0 Roll Call vote, the Board approved to award promotion to the rank of professor of Nursing and Allied Health to Dr. Marie St. Rose.

Dr. Fulton read the following resolution in its entirety, which was proceeded by a motion and Roll Call vote for approval regarding the faculty load for Dr. William Alexander.

NORFOLK STATE UNIVERSITY BOARD OF VISITORS RESOLUTION TO DESIGNATE FACULTY LOAD FOR DR. WILLIAM ALEXANDER

WHEREAS, the Norfolk State University Board of Visitors on January 28, 2019, in order to resolve a potential conflict of interest involving Dean Casandra Newby-Alexander and Professor Dr. William Alexander, spouses, approved a January 24, 2019 memorandum, attached hereto as Exhibit A (the "Agreement"), that stipulated that neither of the Alexanders would have "sole authority to supervise, evaluate, or make personnel decisions regarding the other;" and

WHEREAS, the Office of the Provost requests that the Board of Visitors amends the Agreement so as to allow an alternate designation of Dr. William Alexander's teaching load to be split between the College of Liberal Arts ("COLA") and the Robert C. Nusbaum Honors College ("Honors College") at Norfolk State University; and

WHEREAS, Dr. William Alexander will have a 50% teaching load in COLA and a 50% teaching load in the Honors College, and will no longer serve as the Director of the International Studies Program; and

WHEREAS, for courses taught at the Honors College, Dr. William Alexander will report to the (Interim or Permanent) Dean of the Honors College; and

WHEREAS, for courses taught at COLA, Dr. William Alexander will continue reporting to the Department Chair of History and Interdisciplinary Studies. The Chair of the Department of History and Interdisciplinary Studies shall report, in all matters related to Professor Alexander, to the (Interim or Permanent) Provost. Dean Cassandra Newby-Alexander will make no decisions

BOARD OF VISITORS

Board Meeting

October 16, 2020

Page 22

regarding evaluation, COLA assignments and responsibilities, or personnel matters affecting Dr. William Alexander; and

THEREFORE, BE IT RESOLVED, that after due consideration and careful review by the Provost and Vice President for Academic Affairs, the University President, and by University Counsel for legal sufficiency, the Norfolk State University Board of Visitors approves this resolution to amend the January 28, 2019 Agreement **to allow Dr. William Alexander to teach 50% of his course load at the College of Liberal Arts and the other 50% at the Robert C. Nusbaum Honors College.**

Ms. Blunt motioned, seconded by Mr. Blake and with a 9-0 Roll Call vote, the Board approved the Resolution as presented to allow Dr. William Alexander to teach 50% of his course load at the College of Liberal Arts and the other 50% at the Robert C. Nusbaum Honors College.

15. Q&A on Executive Summaries from Provost, Vice Presidents and Athletics Director

In light of time, this item will be taken up at the Special Meeting that is to be convened for November. The President will have the executive summaries resent to the Board.

16. Consent Agenda

Ms. Boston recommended that the minutes be amended to reflect those who are participants (Board Members and a few others) and those who are on the webinar as observers. The motion was initially made by Ms. Cunningham; however, there was discussion to provide an additional explanation to Dr. DiCroce and the motion was restated as follows.

Mr. Griffith motioned, seconded by Mr. Henry, the Board unanimously approved to amend the minutes to reflect participants and observers in all of the minutes from this point forward, and retroactively to the minutes listed below.

- July 22, 2020 Board Meeting Minutes
- August 10, 2020 Board Meeting Minutes
- August 14, 2020 Board Retreat Governance Workshop

17. New Business

Mr. Hunter reported that the Resolution on the Virginia Commonwealth Building Association (VCBA) pooled bonds will be managed by the Department of Treasury. This is an opportunity for the university to refinance its auxiliary enterprise, which will provide financial relief over the next two years to help maintain a positive fund balance. All institutions across the Commonwealth are participating.

BOARD OF VISITORS

Board Meeting

October 16, 2020

Page 23

Mr. Griffith recommended an affirmative vote on this item as a significant portion of the budget that was presented was structured around this as a savings opportunity.

Mr. Griffith motioned, seconded by Mr. Henry, the Board unanimously approved the Resolution for the VCBA Pooled Bonds.

The Board was reminded to approve two additional items that were on the Consent Agenda.

Dr. DiCrocce motioned, seconded by Mr. Fulton, the Board unanimously approved the Financial Audit for the Year Ended June 30, 2019 and the Amended Board of Visitors Meeting Schedule.

18. Adjournment

Mr. Griffith asked that the date for the November meeting be sent and scheduled as soon as possible, noting that people's calendars are filling up very, very quickly.

There being no further business, meeting was adjourned at approximately 3:40 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 OCTOBER 16, 2020

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	Present	Present	Present	Present	Present	Absent from Quorum	Present	Present	Absent	Present	Absent	Absent	Present	9-0
Approval of the Revised Board Bylaws in its entirety	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Absent	Yes	Absent	Absent	Yes	10-0
Approval of Model 2 with the Chief Audit Executive and the Chief Compliance Officer positions for the Internal Audit Office	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Absent	Yes	Absent	Absent	Yes	10-0
Closed Motion Certification	Yes	Yes	Yes	Yes	Yes	Absent from Vote	Yes	Absent from Vote	Absent	Yes	Absent	Absent	Yes	8-0
Approval of Promotion to the rank of associate professor of Social Work to Dr. Charles Biore	Yes	Yes	Yes	Yes	Yes	Absent from Vote	Yes	Yes	Absent	Yes	Absent	Absent	Yes	9-0
Approval of Tenure for Dr. Charles Biore	Yes	Yes	Yes	Yes	Yes	Absent from Vote	Yes	Yes	Absent	Yes	Absent	Absent	Yes	9-0
Approval of Promotion to the rank associate professor of Psychology to Dr. Andrew Franklin	Yes	Yes	Yes	Yes	Yes	Absent from Vote	Yes	Yes	Absent	Yes	Absent	Absent	Yes	9-0
Approval of Tenure for Dr. Andrew Franklin	Yes	Yes	Yes	Yes	Yes	Absent from Vote	Yes	Yes	Absent	Yes	Absent	Absent	Yes	9-0
Approval of Promotion to the rank of professor of Nursing and Allied Health to Dr. Marie St. Rose	Yes	Yes	Yes	Yes	Yes	Absent from Vote	Yes	Yes	Absent	Yes	Absent	Absent	Yes	9-0
Approval of Resolution to Designate Faculty Load for Dr. William Alexander	Yes	Yes	Yes	Yes	Yes	Absent from Vote	Yes	Yes	Absent	Yes	Absent	Absent	Yes	9-0
Consent Agenda – Approval of Board Minutes for July 22, August 10 and August 14, 2020 as amended to include the designation of participants and observers	Yes	Yes	Yes	Yes	Yes	Absent from Vote	Yes	Yes	Absent	Yes	Absent	Absent	Yes	9-0
Approval of Board Resolution for VCBA Pooled Bonds	Yes	Yes	Yes	Yes	Yes	Absent from Vote	Yes	Yes	Absent	Yes	Absent	Absent	Yes	9-0
Consent Agenda – Approval of the Financial Audit for the Year Ended June 30, 2019 and the Amended Board of Visitors Meeting Schedule	Yes	Yes	Yes	Yes	Yes	Absent from Vote	Yes	Yes	Absent	Yes	Absent	Absent	Yes	9-0

**NORFOLK STATE UNIVERSITY BOARD OF VISITORS
RESOLUTIONS APPROVED OCTOBER 16, 2020**

Resolution #1

2020 BOARD RESOLUTION

**NORFOLK STATE UNIVERSITY BOARD OF VISITORS
RESOLUTION TO APPROVE
CHANGE IN STATUS - PROMOTION**

WHEREAS, the Norfolk State University Board of Visitors has considered eligible faculty members for potential promotion based on the recommendation of the Provost and Vice President for Academic Affairs and the University President; and

WHEREAS, based on representation of full compliance with the review process and recommendations by University administration and after due consideration of the promotion process of these faculty members, the Norfolk State University Board of Visitors approves that **Dr. Charles Birore** be promoted to the rank of **associate professor of Social Work**.

THEREFORE, BE IT RESOLVED, that after due consideration and recommendations from the departmental peer evaluation committee, there being no department chair, the dean, the university review committee, and consideration and careful review by the Provost and Vice President for Academic Affairs, the University President, and review by University Counsel for legal sufficiency, the Norfolk State University Board of Visitors approves this resolution to award promotion to the rank of **associate professor of Social Work** to **Dr. Charles Birore** this 16th day of October, 2020.

Profile

Department: School of Social Work
Hire Date: August 2014
Current Rank: Assistant Professor
Teaching Area: Social Work

Summary

Dr. Charles Birore holds a Ph.D. and an M.P.H from Jackson State University, an M.S.W. from the Alabama A&M University, an M.Sc. from the University of Wales Swansea, and a B.A./ADSW from the National Social Welfare College. With his contributions, he has excelled in the areas of Teaching, Scholarship and Service while at NSU.

Dr. Charles Birore is an engaged faculty member and contributes constructively to the life of the School of Social Work and to NSU with his membership and service to both school and university committees. He serves on the general educational council and the university curriculum university-wide committees, in addition to his service on the faculty search, doctoral program, retention, international program planning, macro concentration, and curriculum committees. While at NSU, he has authored peer-reviewed journal articles and presented research papers at annual professional conferences.

**NORFOLK STATE UNIVERSITY BOARD OF VISITORS
RESOLUTIONS APPROVED OCTOBER 16, 2020**

Resolution #4

2020 BOARD RESOLUTION

**NORFOLK STATE UNIVERSITY BOARD OF VISITORS
RESOLUTION TO APPROVE
CHANGE IN STATUS – TENURE**

WHEREAS, the Norfolk State University Board of Visitors has considered eligible faculty members for potential tenure based on the recommendation of the Provost and Vice President for Academic Affairs and the University President; and

WHEREAS, based on representation of full compliance with the review process and recommendations by University administration and after due consideration of the tenure process of these faculty members, the Norfolk State University Board of Visitors approves that **Dr. Charles Birore** be tenured.

THEREFORE, BE IT RESOLVED, that after due consideration and recommendations from the departmental peer evaluation committee, there being no department chair, the dean, the university review committee, and consideration and careful review by the Provost and Vice President for Academic Affairs, the University President, and review by University Counsel for legal sufficiency, the Norfolk State University Board of Visitors approves this resolution to award tenure to **Dr. Charles Birore** this 16th day of October, 2020.

Profile

Department: School of Social Work
Hire Date: August 2014
Current Rank: Assistant Professor
Teaching Area: Social Work

Summary

Dr. Charles Birore holds a Ph.D. and an M.P.H from Jackson State University, an M.S.W. from the Alabama A&M University, an M.Sc. from the University of Wales Swansea, and a B.A./ADSW from the National Social Welfare College. With his contributions, he has excelled in the areas of Teaching, Scholarship and Service while at NSU.

Dr. Charles Birore is an engaged faculty member and contributes constructively to the life of the School of Social Work and to NSU with his membership and service to both school and university committees. He serves on the general educational council and the university curriculum university-wide committees, in addition to his service on the faculty search, doctoral program, retention, international program planning, macro concentration, and curriculum committees. While at NSU, he has authored peer-reviewed journal articles and presented research papers at annual professional conferences.

**NORFOLK STATE UNIVERSITY BOARD OF VISITORS
RESOLUTIONS APPROVED OCTOBER 16, 2020**

Resolution #2

2020 BOARD RESOLUTION

**NORFOLK STATE UNIVERSITY BOARD OF VISITORS
RESOLUTION TO APPROVE
CHANGE IN STATUS - PROMOTION**

WHEREAS, the Norfolk State University Board of Visitors has considered eligible faculty members for potential promotion based on the recommendation of the Provost and Vice President for Academic Affairs and the University President; and

WHEREAS, based on representation of full compliance with the review process and recommendations by University administration and after due consideration of the promotion process of these faculty members, the Norfolk State University Board of Visitors approves that **Dr. Andrew Franklin** be promoted to the rank of **associate professor of Psychology**.

THEREFORE, BE IT RESOLVED, that after due consideration and recommendations from the departmental peer evaluation committee, the department chair, the dean, the university review committee, and consideration and careful review by the Provost and Vice President for Academic Affairs, the University President, and review by University Counsel for legal sufficiency, the Norfolk State University Board of Visitors approves this resolution to award promotion to the rank of **associate professor of Psychology** to **Dr. Andrew Franklin** this 16th day of October, 2020.

Profile

Department: College of Liberal Arts, Department of Psychology
Hire Date: August 2014
Current Rank: Assistant Professor
Teaching Area: Psychology

Summary

Dr. Andrew Franklin received his Ph.D. in Health Psychology and M.S. from Virginia State University, and his B.A. from Longwood University. He has excelled in the areas of Teaching, Scholarship/Creative Work, and Service at NSU. During his employment at NSU, he has demonstrated a noteworthy research agenda that examines the psychology of religion, to include the role of religion and religiosity on academic performance. He has served as the Psychology Faculty Liaison for the Office of Academic Engagement and assisted the Office of Academic Engagement as an instructor. He currently serves as the chair of the Assessment Committee and as a member of the Student Grievance, Syllabus Review, and Scholarship Search Committees, in addition to working as a faculty advisor for Psi Chi, The International Honor Society in Psychology.

Dr. Andrew Franklin is a committed instructor who is often regarded as student-centered. He created a series of statistics tutorials for students housed on his specialized *YouTube* channel called "Stats4Spartans." Since joining NSU's Department of Psychology, he has published six manuscripts in peer-reviewed outlets--four as first author-- and has presented his research at 14 conferences on the national, regional and local levels.

**NORFOLK STATE UNIVERSITY BOARD OF VISITORS
RESOLUTIONS APPROVED OCTOBER 16, 2020**

Resolution #5

2020 BOARD RESOLUTION

**NORFOLK STATE UNIVERSITY BOARD OF VISITORS
RESOLUTION TO APPROVE
CHANGE IN STATUS – TENURE**

WHEREAS, the Norfolk State University Board of Visitors has considered eligible faculty members for potential tenure based on the recommendation of the Provost and Vice President for Academic Affairs and the University President; and

WHEREAS, based on representation of full compliance with the review process and recommendations by University administration and after due consideration of the tenure process of these faculty members, the Norfolk State University Board of Visitors approves that **Dr. Andrew Franklin** be tenured.

THEREFORE, BE IT RESOLVED, that after due consideration and recommendations from the departmental peer evaluation committee, the department chair, the dean, the university review committee, and consideration and careful review by the Provost and Vice President for Academic Affairs, the University President, and review by University Counsel for legal sufficiency, the Norfolk State University Board of Visitors approves this resolution to award tenure to **Dr. Andrew Franklin** this 16th day of October, 2020.

Profile

Department: College of Liberal Arts, Department of Psychology
Hire Date: August 2014
Current Rank: Assistant Professor
Teaching Area: Psychology

Summary

Dr. Andrew Franklin received his Ph.D. in Health Psychology and M.S. from Virginia State University, and his B.A. from Longwood University. He has excelled in the areas of Teaching, Scholarship/Creative Work, and Service at NSU. During his employment at NSU, he has demonstrated a noteworthy research agenda that examines the psychology of religion, to include the role of religion and religiosity on academic performance. He has served as the Psychology Faculty Liaison for the Office of Academic Engagement and assisted the Office of Academic Engagement as an instructor. He currently serves as the chair of the Assessment Committee and as a member of the Student Grievance, Syllabus Review, and Scholarship Search Committees, in addition to working as a faculty advisor for Psi Chi, The International Honor Society in Psychology.

Dr. Andrew Franklin is a committed instructor who is often regarded as student-centered. He created a series of statistics tutorials for students housed on his specialized *YouTube* channel called "Stats4Spartans." Since joining NSU's Department of Psychology, he has published six manuscripts in peer-reviewed outlets--four as first author-- and has presented his research at 14 conferences on the national, regional and local levels.

**NORFOLK STATE UNIVERSITY BOARD OF VISITORS
RESOLUTIONS APPROVED OCTOBER 16, 2020**

Resolution #3

2020 BOARD RESOLUTION

**NORFOLK STATE UNIVERSITY BOARD OF VISITORS
RESOLUTION TO APPROVE
CHANGE IN STATUS - PROMOTION**

WHEREAS, the Norfolk State University Board of Visitors has considered eligible faculty members for potential promotion based on the recommendation of the Provost and Vice President for Academic Affairs and the University President; and

WHEREAS, based on representation of full compliance with the review process and recommendations by University administration and after due consideration of the promotion process of these faculty members, the Norfolk State University Board of Visitors approves that **Dr. Marie St. Rose** be promoted to the rank of **professor of Nursing and Allied Health**.

THEREFORE, BE IT RESOLVED that after due consideration and recommendations from the departmental peer evaluation committee, the department chair, the dean, the university review committee, and consideration and careful review by the Provost and Vice President for Academic Affairs, the University President, and review by University Counsel for legal sufficiency, the Norfolk State University Board of Visitors approves this resolution to award promotion to the rank of **professor of Nursing and Allied Health** to **Dr. Marie St. Rose** this 16th day of October, 2020.

Profile

Department: College of Science, Engineering and Technology, Department of Nursing and Allied Health

Hire Date: October 2003

Current Rank: Associate Professor

Teaching Area: Nursing and Allied Health

Summary

Dr. Marie St. Rose holds a Ph.D. in Health Services from Walden University, an M.S. in Health Services Administration from Central Michigan University, and a B.S. in Management from the University of West Florida. She has earned outstanding ratings in the areas of Teaching, Scholarship, and Service during her employment at NSU.

Dr. Marie St. Rose stands out as one of the pioneers for distance education at Norfolk State University. She helped to develop and implement the Health Services Management (HSM) online curriculum, which is offered as a baccalaureate degree track. Additionally, she spearheaded developing the new graduate online program in Healthcare Administration. She is an invaluable teacher, who works with the students to better assure their academic progression. In the area of service, Dr. St. Rose has been actively involved in departmental, college and university-wide committees.

**NORFOLK STATE UNIVERSITY BOARD OF VISITORS
RESOLUTIONS APPROVED OCTOBER 16, 2020**

Resolution #A

2020 BOARD RESOLUTION

**NORFOLK STATE UNIVERSITY BOARD OF VISITORS
RESOLUTION TO DESIGNATE FACULTY LOAD FOR DR. WILLIAM ALEXANDER**

WHEREAS, the Norfolk State University Board of Visitors on January 28, 2019, in order to resolve a potential conflict of interest involving Dean Casandra Newby-Alexander and Professor Dr. William Alexander, spouses, approved a January 24, 2019 memorandum, attached hereto as Exhibit A (the "Agreement"), that stipulated that neither of the Alexanders would have "sole authority to supervise, evaluate, or make personnel decisions regarding the other;" and

WHEREAS, the Office of the Provost requests that the Board of Visitors amends the Agreement so as to allow an alternate designation of Dr. William Alexander's teaching load to be split between the College of Liberal Arts ("COLA") and the Robert C. Nusbaum Honors College ("Honors College") at Norfolk State University; and

WHEREAS, Dr. William Alexander will have a 50% teaching load in COLA and a 50% teaching load in the Honors College, and will no longer serve as the Director of the International Studies Program; and

WHEREAS, for courses taught at the Honors College, Dr. William Alexander will report to the (Interim or Permanent) Dean of the Honors College; and

WHEREAS, for courses taught at COLA, Dr. William Alexander will continue reporting to the Department Chair of History and Interdisciplinary Studies. The Chair of the Department of History and Interdisciplinary Studies shall report, in all matters related to Professor Alexander, to the (Interim or Permanent) Provost. Dean Cassandra Newby-Alexander will make no decisions regarding evaluation, COLA assignments and responsibilities, or personnel matters affecting Dr. William Alexander; and

THEREFORE, BE IT RESOLVED, that after due consideration and careful review by the Provost and Vice President for Academic Affairs, the University President, and by University Counsel for legal sufficiency, the Norfolk State University Board of Visitors approves this resolution to amend the January 28, 2019 Agreement **to allow Dr. William Alexander to teach 50% of his course load at the College of Liberal Arts and the other 50% at the Robert C. Nusbaum Honors College.**

ATTACHMENT TO MINUTES



**OFFICE of the PROVOST and
VICE PRESIDENT for ACADEMIC AFFAIRS**
700 Park Avenue, H.B. Wilson Hall, Suite 460
Norfolk, Virginia 23504-2993
P: (757) 823-8408 • F: (757) 823-9435 • www.nsu.edu

MEMORANDUM

To: Dr. Melvin T. Stith, Sr.
Office of the President

From: Dr. Leroy Hamilton, Jr.
Office of the Provost

Re: Conflict of Interest Resolution

Date: January 24, 2019

This memorandum serves as a proposal to the Board of Visitors for approval of an agreement to resolve a potential conflict of interest involving Dean Cassandra Newby-Alexander and Professor William Alexander, spouses.

The agreement stipulates that neither of the Alexanders has the "sole authority to supervise, evaluate, or make personnel decisions regarding the other." The agreement specifically states the following:

- That Dr. William Alexander will report to the Department Chair of History and Interdisciplinary Studies, who shall report, in all matters related to Professor Alexander, to the President; and
- That Dean Cassandra Newby-Alexander will make no decisions regarding evaluation, COLA assignments and responsibilities, or personnel matters affecting Dr. William Alexander; and
- That Dr. William Alexander will have a 50% teaching load in the College of Liberal Arts and a 50% administrative workload as Director of the International Studies Program; and
- That in his capacity as Director, Dr. William Alexander will demonstrate objectivity and fairness in dealing with all Schools and Colleges of the University.

If the aforementioned proposal is approved by the Board of Visitors, the agreement will ensure that one spouse will have no authority and no ability to influence or affect the professional responsibilities or the professional welfare of the other. Moreover, it will help to ensure that the personal interests of either will not conflict with the interests of the University.

Exhibit A

*This memorandum was approved on January 28, 2019 by the NSU Board of Visitors

**NORFOLK STATE UNIVERSITY BOARD OF VISITORS
RESOLUTIONS APPROVED OCTOBER 16, 2020**

**RESOLUTION OF THE BOARD OF VISITORS OF
NORFOLK STATE UNIVERSITY AUTHORIZING THE RESTRUCTURING OF
INDEBTEDNESS WITH THE VIRGINIA COLLEGE BUILDING AUTHORITY**

WHEREAS, Norfolk State University in furtherance of its educational purposes, has borrowed funds from the Virginia College Building Authority (the “Authority”) through the Authority’s Public Higher Education Financing Program,

WHEREAS, the Governor of the Commonwealth of Virginia (the “Commonwealth”) has recognized that the COVID-19 pandemic has had, and continues to have, a tremendous adverse impact on higher education, including the fiscal health of the Commonwealth’s colleges and universities, and in response to financial conditions created by the pandemic, the Governor has proposed a debt restructuring plan for debt-funded capital projects of higher educational institutions which will defer debt service payments on certain indebtedness obtained through or with the assistance of the Commonwealth, including debt obtained through the Authority (the “Debt Restructuring Program”);

WHEREAS, the Board of Visitors (the “Board”) of the **Norfolk State University** (the “Institution”) desires to participate in the Debt Restructuring Program to restructure all or a portion of its indebtedness to the Authority (the “Authority Debt”) and desires to delegate to certain officers of the Institution the authority (i) to select the Authority Debt to be restructured and to establish and agree to the terms of such restructuring, (ii) to approve the forms of, and execute and deliver, any and all, documents, instruments and agreements required by the Authority in connection therewith, including any modifications or amendments of loan or other documentation evidencing the Authority Debt (the “Restructuring Documents”), and (iii) to take any and all other action required to effect and implement such debt restructuring, including any post-issuance or post-closing monitoring or compliance requirements.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD:

Section 1. The Institution is authorized to participate in the Debt Restructuring Program and, accordingly, the **President and Vice President of Finance and Administration** (the “Authorized Officers”) are each hereby delegated and invested with full power and authority, subject to the provisions of Section 2 hereof, (i) to select the Authority Debt to be restructured and to establish and agree to the terms of such restructuring, including extending the term of payment and the modification of other terms thereof, (ii) to pledge as required by the Authority the general revenues of the Institution as security to the extent not prohibited by law or otherwise restricted, (iii) to approve the forms of the Restructuring Documents required by the Authority and any subsequent amendments thereto, (iv) to execute and, deliver, on behalf of the Institution such Restructuring Documents, with approval of the terms thereof being evidenced conclusively by the execution and delivery thereof, and (v) to do and perform such other acts, and execute and deliver such other documents and agreements as may be necessary or appropriate to carry out the intent of this Resolution.

Section 2. In connection with the authorization herein provided the Authorized Officers may, in connection with any debt restructuring obligation, provide for (i) the funding of reserves if required, and (ii) the funding of issuance costs and other financing expenses related to

NORFOLK STATE UNIVERSITY BOARD OF VISITORS
RESOLUTIONS APPROVED OCTOBER 16, 2020

such restructuring; provided (a) the principal amount of any such obligation shall not exceed the amount required to cover the principal of and interest on the indebtedness to be restructured plus amounts permitted by clauses (i) and (ii) above, (b) the interest rate on any such obligation shall be as determined by the Authority, and (c) the restructuring terms, including the rate of interest on any such obligation or method of determining such rate, shall be approved by the Treasury Board of the Commonwealth.

Section 3. If it is determined by the Authority in connection with any Authority Debt restructuring that the Institution is subject to continuing disclosure obligations under Rule 15c2-12 of the federal Securities and Exchange Commission an Authorized Officer is hereby authorized and directed to, enter into a continuing disclosure undertaking in form and substance reasonably satisfactory to the Authority, and the Institution will comply with the provisions and disclosure obligations contained therein.

Section 4. The Board designates the ***President*** to be responsible for implementing procedures to monitor post-issuance compliance with covenants in any Restructuring Document and any amendments thereto, if required in connection with federal tax law or federal securities law requirements.

Section 5. This resolution shall take effect immediately upon its adoption.

Adopted: October 16, 2020

_____, Secretary
Devon M. Henry
BOARD OF VISITORS OF
NORFOLK STATE UNIVERSITY

**NORFOLK STATE UNIVERSITY BOARD OF VISITORS
RESOLUTIONS APPROVED OCTOBER 16, 2020**

2020 BOARD RESOLUTION

**RESOLUTION APPROVING THE NORFOLK STATE UNIVERSITY
BOARD OF VISITORS MEETING SCHEDULE**

WHEREAS, Article I Section 3 (A) of the Board of Visitors Bylaws requires that the Board meet in regular session four times each fiscal year on dates established by the Board of Visitors; and

WHEREAS, the Board shall hold an annual Retreat in the Spring of each year and the last regular meeting of each fiscal year shall be the Board's Annual meeting; and

WHEREAS, the Board shall meet with the President at least once annually in Closed Meeting and deliver an evaluation of the President's performance; and

WHEREAS, after a thorough governance evaluation and assessment by the Association of Governing Boards (AGB), the Board agrees to adjust its schedule to meet from one day to one-half to two days for each regular Board meeting; and

THEREFORE, BE IT RESOLVED that the Norfolk State University Board of Visitors amends the schedule approved by the Board on June 22, 2020 to the following:

Board Meeting Date.....	Thursday/Friday, October 15-16, 2020
Board Meeting Date.....	Thursday/Friday, December 10-11, 2020
Board Retreat Date	Wednesday, March 17, 2021
Board Meeting Date.....	Thursday/Friday, March 18-19, 2021
Board Meeting Date (Annual Meeting)	Thursday/Friday, April 29-30, 2021
Board Meeting Date.....	Thursday/Friday, October 14-15, 2021
Board Meeting Date.....	Thursday/Friday, December 9-10, 2021
Board Retreat Date	Wednesday, March 16, 2022
Board Meeting Date.....	Thursday/Friday, March 17-18, 2022
Board Meeting Date (Annual Meeting)	Thursday/Friday, May 5-6, 2022
Board Meeting Date.....	Thursday/Friday, October 13-14, 2022
Board Meeting Date.....	Thursday/Friday, December 8-9, 2022
Board Retreat Date	Wednesday, March 15, 2023
Board Meeting Date.....	Thursday/Friday, March 16-17, 2023
Board Meeting Date (Annual Meeting)	Thursday/Friday, May 4-5, 2023

Approved by the Board of Visitors this 16th day of October, 2020.

Commencement Dates (Saturdays):

May 1, 2020
December 12, 2020

May 1, 2021
December 11, 2021

May 7, 2022
December 10, 2022

May 6, 2023