

**BOARD OF VISITORS  
BOARD MEETING  
ELECTRONIC MEETING**

June 22, 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 10-0 Roll Call vote. Below is a list of individuals that joined the webinar.

Board Members Present:

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 James W. Dyke, Jr.  
Mr. BK Fulton  
Mr. Larry A. Griffith  
Mr. Michael J. Helpinstill  
Dr. Tamara A. Jones  
Dr. Harold "Harry" L. Watkins, II

Board Member Absent:

The Honorable Jean W. Cunningham

Faculty Senate Representative to the Board Present:

Dr. Anne M. Fernando, Faculty Senate President

Members of the NSU Staff Present:

Dr. Javaune Adams-Gaston, President  
Dr. Justin L. Moses, Vice President for Operations and Chief Strategist for Institutional Effectiveness  
Dr. Leroy Hamilton, Jr., Interim Provost and Vice President for Academic Affairs  
Mr. Gerald E. Hunter, Vice President, Finance and Administration  
Dr. Michael M. Shackelford, Vice President, Student Affairs and Enrollment Management  
Dr. Deborah C. Fontaine, Vice President, University Advancement  
Mr. Marty L. Miller, Athletics Director  
Mr. Harry Aristakesian, Chief Audit Executive  
Mr. Ericke S. Cage, Executive Advisor to the President and Board of Visitors for Policy, Compliance and University Ombudsman

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### Members of the NSU Staff Present: (continued):

Dr. Andrew Carrington, Assistant Vice President, Finance & Administration

Ms. Karla Amaya Gordon, Associate Vice President, Finance & Administration/Controller

Mr. Stanley Donaldson, Director, Media Relations

Dr. Davida Harrell-Williams, Director, Auxiliary Enterprises

Mr. Dennis Jones, Executive Director, Planning and Budget

Mr. Anton Kashiri, Associate Vice President, Facilities Management

Mr. Vincent Moore, Chief of Police, NSU

Dr. Andrea Neal, Associate Vice Provost, Academic Affairs

Ruby Spicer, Director, Procurement Services

Ms. Delores White, Financial Reporting Manager

Mr. Rasool Shabazz, Academic Technology Support Technician

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

### Faculty Members Present:

Dr. Robert K. Perkins, Associate Professor, Sociology

Dr. Lamiaa S. Youssef, Professor, English and Foreign Languages

### AGB Guests:

Mr. Richard “Rick” Legon, Consultant

Dr. Pamela F. Hammond, Senior Consultant

### Others:

Dr. Bertha Escoffery, Professor Emerita

Dr. Carl W. Haywood, NSU Retiree

Mr. Mike Reinholtz, Audit Director, Auditor of Public Accounts (APA)

Mr. Chuck Schauvliege, Audit Supervisor, Auditor of Public Accounts (APA)

Ms. Jody Sean, Retired

### Counsels Present:

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

## **2. Opening Remarks and BOV Updates – Rector Wilmer’s comments are as follows:**

- Asked the Board Liaison to send a message to the Board with a link to a brief video promoted by Proctor and Gamble titled “The Look.” The video captures a strong message that puts the spotlight on support of HBCUs.
- Recognized the Association of Governing Boards (AGB) consultants participating in the webinar as observers. Mr. Legon and his team have done quite a bit of work already. Meetings have been held with the Rector and President, individual members of the

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Board in addition to others. The AGB team has also reviewed the bylaws and minutes. Board members are asked to respond to the poll on the reschedule date for the Retreat. AGB will present the assessment in person, if permitted. If not, this will be done virtually.

- Send comments on the status report in the packet on the Board's goals and objectives to the Rector.

### **3. State of the University** – Below is a summary of Dr. Adams-Gaston's presentation remarks.

- Commented on the COVID-19 situation and the social unrest that the nation is experiencing.
- Commented on the attributes of the "GenZ"/"Zoomer" students, who are the majority of NSU's students. These students are action oriented/targeted, digitally literate and social media focused.
- Expressed thanks to retiring executives (Dr. Michael Shackelford, Vice President for Student Affairs and Dr. Deborah Fontaine, Vice President for University Advancement), and those assuming other roles (Mr. Marty Miller, Athletics Director and Dr. Leroy Hamilton, Interim Provost and Vice President for Academic Affairs). Two national search firms (Greenwood and Asher and Spelman and Johnson) each have conducted two searches. Offers have been made and accepted for these positions. This will be the first time since 2016 that the university will have a permanent Provost. The new Provost will focus on transforming the university's academic enterprise.
- Received grant funding from the Lumina Foundation that will be used for student success.
- Received excellent press coverage for the Tech Talent Pipeline Memorandum of Understanding (MOU), as well as the 1619 Commemoration events that were held on campus.
- Award Acknowledgements – Dr. Aurelia Williams received the HBCU Visionary Award for stellar leadership. NSU's environmental efforts on the Elizabeth River Project was recognized. The Marching Spartan Legion was named the 2019 HBCU Sports Band of the Year.
- Dr. Karen Pruden was hired June 10, 2020 to serve as NSU's Assistant Vice President for Human Resources. Human Resources has been moved from the division of Finance and Administration to the Vice President for Operations & Chief Strategist for Institutional Effectiveness.

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- Mr. James Robinson joined the university on January 6, 2020 as Executive Director for the Office of Institutional Equity. Mr. Robinson will serve as the Title IX Coordinator. Noted that there are concerns about the new legislation in regards to in person hearings and cross examine rights.
- Thanked Information Technology (IT) for working so quickly to assist with putting the classes online (~ \$2M was spent). Mentioned the technical issues around the Internet tower that services campus using the term digital racism. A member of NSU's Board of Visitors has volunteered to help develop the partnership needed to level the Internet connectivity in our area.
- The selection of the consultant to handle the capital campaign has been narrowed down to two firms. A decision will be made in July. As of June 15, 2020, NSU's Annual Fund Campaign amount is a little over \$1M with the endowment as of May 15, 2020 at \$32M. Approximately \$69,000 was raised for COVID-19 Emergency Relief.
- NSU is doing better individually than most Division I FCS schools in our area. Available funding has been applied to Athletics to cover balances. The NCAA graduation rate for athletes is at 75%. Will begin to apply the successful Athletic practices campus wide.
- Full-time personnel is needed to help cover local, state and federal government relations.
- Excellent year for funding from the state with a budget of \$135M; however, COVID-19 has caused a hold on some of the funding. NSU is on the docket to receive funding should the state receive additional pockets of money.
- The Attorney General's office has provided approval for the university to make an offer for an additional full-time person in legal.
- A consultant working with the university has recommended the separation of Audit and Compliance. Once the Audit Committee concludes its work, this is expected to be done.
- The fiscal health of the university is strong due to the stable state appropriation along with tuition and fee revenue exceeding what was budgeted. Revenue is currently at \$196.6M through the third quarter and projected to end at \$198.6M by the end of the fiscal year. The year-end position is estimated at \$11.8M compared to \$6.9M last year. This is due to a state freeze on classified hiring and capital projects, vacancy turnover, reduction in procurement, contract services and travel.
- Explained COVID-19's impact on the university's current fiscal health as follows:
  - Direct expenditures of \$563,495 for technology, health and safety and student relocation costs were realized.

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- Lost revenue of \$4.8M (\$4.3M prorated refunds for student housing, dining and parking fees and \$500K in expected revenue lost due to the cancellation of conferences and summer camps. Cost recovery of \$4.3M received from the CARES Act while the \$500K was offset by the Auxiliary fund balance.
- The CARES Act provided funding for student emergency relief. NSU provided \$1.2M directly to students, which can be used as they see fit (1<sup>st</sup> tranche). An additional \$1.8M is available for the fall (2<sup>nd</sup> tranche). The university cannot place any restrictions on this funding; however, advising is allowed.
- Personally thanked Board member Mr. Griffith for pushing HBCU funding in the CARES Act. NSU received \$13.4M, which will be used for contingency planning for FY21 and beyond.
- NSU is campaigning to receive a portion of the Governor’s Emergency Relief Funding of \$66M.
- The proposed FY 2021 operating budget of \$196M is a \$3.4M increase over FY 2020. The big changes/losses are as follows:
  - \$4M in state appropriations.
  - \$1M in tuition affordability.
  - \$5.M in student financial aid (\$3.5M of which was supposed to be for the VCAN Program).
- All new capital projects have been halted and there are limited exceptions for urgent maintenance needs.
- The initiatives in the 2020-2026 Six-Year Plan are suspended until funding is found to support these items.
- The best case scenario/assumption is that state support will at least remain at the level received for 2020.
- No increase in tuition, housing, or dining is being proposed for the upcoming academic year. The university is tracking a 14% increase in enrollment deposits for incoming freshmen as of June 5, 2020; however, we cannot assume that we will get all of these students.
- Three revenue forecast models shown depicted the following:
  - A 6% decrease in enrollment would mean a loss of 351 students and \$5.8M in revenue.

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- A 14% decrease would mean a loss 762 students and \$23M in revenue. This forecast is the hybrid approach with on campus, online and remote instruction being offered.
- A 30% decrease would mean a loss of 1,613 students and \$61M in revenue with having these students not wanting to go totally online. At that point, there would be furloughs and elimination of positions (furloughs for 15 days for all current employees and no hiring of temporary or adjunct faculty). If classes remain totally online, the university would struggle with cost. There would be travel restrictions, elimination of non-essential discretionary spending, and a review of all budgets for reductions as needed.
- Cost of attendance will remain neutral by using funding from the CARES Act to support our students. There will be no more than two students in a unit on campus. No more pods. Plans are to make use of hotels (one online, trying to get a second online) to use them like residence halls with staff on site and shuttle service provided.
- Had two Zoom meetings with faculty to talk about their thoughts about these potential scenarios. Some faculty also have trepidation about returning to campus.
- Institutions in Virginia are moving forward with in-person instruction. The Attorney General's Office has advised that there may be lawsuits.
- The Commonwealth has set criteria that each institution has to meet for in-person programming. NSU will submit its plan to the state by the end of the week and the state will decide if the plan meets the criteria.
- Sixty faculty members are currently undergoing online training with the Association of College and University Educators.
- The fall semester will begin August 26, 2020. The semester will run through the Wednesday before Thanksgiving, as there is a possibility of a boomerang effect.
- COVID-19 testing protocol has some impact, but it is not enough. To test 5,250 students one time will cost \$367K. To test 1,500 faculty and staff one time would be \$105K. To test everyone three times at a minimum would cost \$2M. In addition, everything has to be connected to the Virginia Department of Health (VDH). VDH is not readily willing to share its information.

Dr. Adams-Gaston concluded her presentation by stating that she will be transparent with the Board and accessible to them. She thanked Dr. Fernando for being a partner in ensuring that faculty are informed. The President has been engaged with the deans to keep them informed. Staff will be notified of when to return to work or informed of what work that may continue to be done remotely.

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Dr. Adams-Gaston also spoke to the reprehensible events happening within the nation with the death of African Americans and acts of racism. As an HBCU, we can prepare students in a way that helps them learn who they are, how to go out into the world, and to be ready to make the change. She recommended the film, "One Angry Black Man," as a mandatory requirement for every institution and every class. The film strikes all the nerves around literature, and how African American literature impacts our nation. She recognized Board member BK Fulton as the filmmaker.

Mr. Fulton thanked Dr. Adams-Gaston for the "shout out." He stated that Pulitzer Prize reviewers have given the film very high ratings. Mr. Fulton stated that NSU and many other universities are uniquely positioned to help shape an improved narrative. Institutions are able to help our young people to channel their energy levels in the right direction to politics, economics, issues of social justice, and how we treat others.

In response to Ms. Blunt, Mr. Fulton stated that film is available on cable and satellite networks.

Dr. Adams-Gaston informed the Board about the passing of Dr. Ronald Dozoretz, patron/sponsor of the DNIMAS program. She proceeded to ask if there were comments/questions on her presentation.

Dr. DiCroce thanked Dr. Adams-Gaston for a superb presentation and comments she made on events facing the country. She stated that "As a white person, I have never been prouder to be on the Board of an HBCU. And, if these times tell us anything, they tell us how critically important the mission of an HBCU is." "... In my mind, the events that we have all been experiencing, and that we all have a role in addressing, have heightened immeasurably the critical importance of an HBCU as being part of the solution." She re-pledged her commitment to the work of NSU.

In response to Dr. DiCroce's question, Mr. Hunter stated that the budget was built on the 6% reduction forecast, which is the best case scenario. Dr. Adams-Gaston stated that there are some mitigation strategies that she will talk about in the Closed Meeting.

Dr. DiCroce stated that there may be an opportunity to offer local students a viable way to stay home and continue to move forward on their program. This would save them time, money, and they would also stay safe. She recommended that this piece should be incorporated into the market strategy for the university, if not already.

Dr. Adams-Gaston agreed that this is part of the whole. The university is working to make branding much stronger in the community.

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**Past Review (Response to Institutional Assessment)** – Mr. Dyke’s comments included:

- Commended Dr. Adams-Gaston for her the presentation and thanked her for covering all of the points that the Board raised regarding the assessment. The Board looks forward to receiving more detail in the Closed Meeting.
- The culture of compliance and accountability was stressed in the institutional assessment. It is important to continue to emphasize this, especially as it relates to some Title IX deadlines that are approaching. Please ensure that the university is focused on this and that NSU’s response is consistent with what other institutions are doing.
- In respect to human resources, there is a need to ensure that the university is in compliance with how we conduct interviews, review of job applications, and things of that nature. For the provost search, ensure that the university is complying with the guidelines as they relate to shared governance. Also, complying with dean evaluations, as well as the reviews for promotion and tenure.
- A status update on NSU’s effort to get to Level 2 by 2022 is needed.
- Happy to hear that the Attorney General’s Office is moving to get the university an additional person. The university had requested even greater access to resources during the transition period to be able to address compliance issues appropriately, and there is still a need to have access to some additional resources. He will push on this very hard, as a follow-up to what was in the institutional assessment.

**Present Review (Current Financial Health and Strategy)** – Mr. Blake’s remarks are as follows:

- Commended Dr. Adams-Gaston, Mr. Hunter and the team for putting together a superb presentation on the finances. The university is facing an unprecedented situation and has laid out clear, reasonable assumptions with having to deal with mitigation strategies. The fluidity of circumstances is expected.
- He is confident that the work that has been done is focused on ensuring that the university is in a good place financially. He went through some of the material last week with the President and Mr. Hunter. Many of the thoughts that he had have been addressed.

Rector Wilmer asked if there were any questions or comments in regards to what was heard on the past, present, and future reviews.

Ms. Blunt asked if it makes more sense financially to base the budget on the middle case scenario as this is more conservative. It is easier to step up rather than having to step down.

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Dr. Adams-Gaston stated that all of the scenarios have been looked at and the risks have been identified. She will talk more on this during the Closed Meeting.

Mr. Hunter stated that the current budget is already based on a 6% reduction, so there is some element of conservatism in the starting point.

Dr. DiCroce stated that she is fine with the way the university is proposing the budget and the rationale provided; however, at the same time, the university will know before August what the number will look like. The sooner you have the strategies in place to mitigate against a larger decrease the better. The university will have to be ready to pivot on a dime to plan B.

Dr. Adams-Gaston stated that the difficulty is having to plan for both and to remain realistic. There is some data that suggests during these times, people are more likely to take courses, because there are no jobs or not a lot of options. So you have to plan for both.

Dr. DiCroce stated that this goes back to her point about ensuring that the recruitment strategy encompasses in a very strategic and deliberate way, the regional population. She recommends providing some advertising now that says “Don't put your education on hold.”

Mr. Hunter stated that the university has a \$30M non-recurring reserve as part of the strategy (\$13M from the CARES Act, another \$4.5M from the CARES Act with a fund balance of \$11.8M). This funding is not committed upfront as it is the fallback strategy. The \$30M is not included in the budget being presented.

Mr. Griffith thanked Dr. Adams-Gaston for recognizing the work that UNCF, Thurgood Marshall and others have done to gain HBCU funding. There is another stimulus bill moving forward in Congress right now called the HEROES Act. This has been much slower as the economy has begun to recover, but in light of the matters post George Floyd's death, we have, in recent comments from the White House and the Department of Education see growing support among Republicans, as well as the democratic side of the aisle on doing another tranche of funding to post-secondary education, and particularly for the nation's higher education institutions. They have asked for \$45B. It's not likely that this amount will be appropriated, but as this moves forward, UNCF and the others will advocate and push strongly for a carve out for the nation's HBCUs and Minority-Serving Institutions. Hopefully, there may be additional funds moving to HBCUs. He will keep Dr. Adams-Gaston fully apprised of the progress of that legislation and conversations.

Dr. DiCroce reinforced the point that Mr. Dyke made on additional resources needed to ensure the university is on top of everything that is happening on the federal level. Provisions need to be made in this area.

Rector Wilmer expressed some reservations on the 6% budget from a governance and financial standpoint, and knowing that other universities in the state of Virginia are looking

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at 15% to 20% reductions based on data produced by SCHEV. She asked if the President is sure about the budget piece, whether the university is building the infrastructure around a culture of compliance, and what were some of the challenges with converting traditional classrooms to a complete platform of technical learning. These are things that may be elaborated on during the Closed Meeting.

4. **Audit Report** – Ms. Blunt presented an action for approval and the following motion was made.

Ms. Blunt motioned, seconded by Mr. Blake, the Board unanimously approved the Audit, Risk and Compliance Committee Charter.

5. **Bylaws Review Committee** – Mr. Dyke provided an update on behalf of Ms. Cunningham. His comments included the following:

- No addition of the President or enlargement of the Board of Visitors.
- Change Board of Visitors “Control” of university funds to “Manage” university funds in line with the Code of Virginia.
- The Committee recommends that the Board elects two at large members to serve on the Executive Committee in addition to the Rector, Vice Rector and Secretary. The election will be held at the same time as the officer election.
- The Committee recommended that several items raised be addressed by an administrative directive from the Board to the President rather than adding the items to the bylaws such as:
  - Complete the minutes within five days of the meeting. Leave it at ten days in the bylaws.
  - Provide opportunity for the President to have input into the Annual Report to the General Assembly.
  - Add time to a regular-scheduled Board meetings to permit stakeholder input rather than adding an additional Board meeting specifically for that input.
- Delayed recommendations on the Standing Committees until after the Bylaws Review Committee receives the consultant’s report from AGB. May eliminate some committees and broaden the responsibility for some.

Mr. Blake stated that the report is representative of thoughtful consideration of each item. In response to Mr. Dyke, Bishop Brown stated that he is fine with the report as presented.

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Rector Wilmer stated that the review of the bylaws is part of the four goals that were set by the Board to improve operations and enhance governance. She asked Mr. Dyke to provide a written summary highlighting the changes as a communication to the Board.

**6. Public Comment** – No one signed up for public comment.

**7. Consent Agenda**

Mr. Blake motioned, seconded by Ms. Blunt, the Board unanimously approved the December 13, 2019 Board Meeting minutes. This motion was withdrawn so that all the minutes could be approved at once.

Bishop Brown motioned, seconded by Mr. Blake, the Board unanimously approved the following minutes on the Consent Agenda:

- December 13, 2019 Board Meeting Minutes
- October 11, 2019 University Advancement Committee Minutes
- Special Committee on Board Governance Meeting Minutes for December 2 and 13, 2019

**8. Action Items**

**Board Meeting Schedule** – Bishop Brown motioned, seconded by Mr. Blake, the Board unanimously approved the Board Meeting Schedule as presented.

**Election of the Faculty Senate Representative to the Board** – Dr. Adams-Gaston stated that Dr. Ashley Haines has been very active in the Elizabeth River Project and her work was instrumental in the university's receipt of an award related to the project. Dr. Haines is a Biology faculty member and she received the Howard Hughes Medical Institute Inclusive Excellence Award. She also has been extremely supportive of the relationship between the administration and the faculty, and has worked very hard with our students exposing them to the environmental dangers. Dr. Adams-Gaston stated that she has done an exceptional job and she highly recommends Dr. Haines as the Faculty Senate Representative to the Board.

Mr. Blake motioned, seconded by Ms. Blunt, and with a 10-0 Roll Call vote, the Board elected Dr. Ashley Haines as the Faculty Senate Representative to the Board for 2020-2021.

**Revisions to Title IX Policies and Title IX Handbook** – Dr. Moses stated that the changes to the policy reflect personnel changes. In the past, the Human Resources Director was designated as the Title IX Coordinator. Mr. James Robinson has been hired and serves as the Executive Director of the Office of Institutional Equity. The President has designated

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Mr. Robinson as the university's Title IX Coordinator. He is therefore responsible for oversight of any Title IX related facts.

In response to Mr. Griffith, Dr. Moses stated that these changes do not capture the new items that were distributed by the Department of Education. However, a new draft has been created with the changes and provided for review to the General Counsel this morning. After Ms. Boston's and Cabinet's review, the policies will be posted for public comment for thirty days and brought to the Board for approval.

Ms. Blunt stated that in one paragraph it appears that the Title IX Coordinator could serve in all three roles. She referenced page 147 of the Board book and page 3 of 20 of the policy which states "As used in this policy, the term "Title IX Coordinator" means the appointed Title IX Coordinator, a Deputy Title IX Coordinator, a Title IX Investigator, or another person designated by the appointed Title IX Coordinator, unless under context it is clear that reference is to the appointed Title IX Coordinator." As it reads, it appears that each of the additional roles can serve as the Title IX Coordinator.

Dr. Moses stated that the Executive Director serves as the Title IX Coordinator, the Human Resources Director and the Senior Women's Athletics Director will serve as the Deputy Title IX Coordinators, and the Dean of Students will serve as the Deputy Title IX Coordinator for students.

Ms. Boston asked that the matter be tabled to later on the agenda until Dr. Moses has the opportunity to clarify the paragraph with Mr. Robinson.

**University's Operating Budget for 2020-2021** – Mr. Hunter provided the following remarks:

- Significant amount of discussion has been had on the budget. It is important to note that this is a very fluid time and a very fluid process.
- The budget is presented on a benchmark with some contingencies built in that will allow the university to make adjustments, particularly at the beginning of the fiscal year.
- The fall registration date will be an important date as it will drive whether the university will need to shift scenarios.
- Again \$30M has been identified as a reserve. This is a one-time reserve that will be used to recover losses based on the scenarios that have been shared.
- The university is prepared to adjust the budget in any way that the Board sees fit.

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Rector Wilmer asked if there were any additional questions or other points of view to be shared.

Mr. Griffith stated that everyone is looking to recapture the student population, but we must also take into account the effect of the economic downturn, in particular on the African American community. As the university imposes cuts, he strongly encourages that as a working practice, the university keeps the line of financial aid as strong as possible as many of our students really need these resources.

Mr. Hunter asked for a motion to approve the budget resolution.

Bishop Brown stated that the date in the resolution should reflect today's date.

Mr. Blake made a motion that was seconded by Mr. Dyke to approve the university's Operating Budget.

Rector Wilmer asked if there were any other comments before the Roll Call vote.

Ms. Blunt stated that she would like to see the top three mitigation items with the dollar amounts, and if there is a 10% to 15% reduction that has to occur in the budget.

Dr. Adams-Gaston stated that she has the information and will explain this in detail in the Closed Meeting.

Mr. Blake stated that the team has put together a very detailed mitigation plan and he talked through those details with them during a pre meeting. Those particular strategies are laid out in the President's Working Papers.

There was a brief conversation on the discussion of the President's Working Papers and whether the particular information in question could be shared in the Open Meeting. Ms. Boston stated that the page has to be an exemption under FOIA such as personnel file, some employee, or things like that. Mr. Hunter stated that he will include additional items for this page.

Dr. Adams-Gaston referred Ms. Blunt to page 11 of the President's Working Papers. After reviewing the information, Ms. Blunt stated that she is now fine with the original motion.

Rector Wilmer asked Mr. Hunter to clarify that the \$30M in reserve is on the books and is available during the next fiscal year. Mr. Hunter stated that the documentation on the \$30M in reserve is highlighted in the President's Working Papers. Dr. Adams-Gaston stated that the information is on page 12.

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The initial motion was continued.

Mr. Blake motioned, seconded by Mr. Dyke, and with a 10-1 Roll Call vote, the Board approved the university's Operating Budget for 2020-2021.

**Tuition and Fees for 2020-2021** – Mr. Hunter stated that on page 280 of the Board materials is a resolution that recommends no increase in tuition and fees. There will be no increase in housing and dining, or other miscellaneous fees, which are reflected in Schedules A, B, C, and D for the upcoming fiscal year, FY 2020-2021.

Rector Wilmer asked if there were any questions or comments on the tuition and fees. There being none, the following motion was made.

Mr. Blake motioned, seconded by Mr. Henry, and with a 10-0 Roll Call vote, the Board approved the Tuition and Fees for 2020-2021.

**Debt Management Analysis Update and Debt Certification Letter** – Mr. Hunter stated that the Board's Debt Management Policy #11 establishes the guidelines that the university must stay with in order to ensure that the university is a good position. The narrative for the ratio is on page 282 of the Board materials. The university is within the prescribed range for the debt burden of 3.29%, which is less than 7%, and the debt service coverage ratio is just a little bit above 3.08%, which is greater than the two times the annual debt service requirement that the policy has established. The Board must vote on receiving this information and approve the submission of the Debt Certification Letter.

Ms. Blunt motioned, seconded by Mr. Blake, and with a 10-0 Roll Call vote, the Board approved the Debt Management Analysis Update and Debt Certification Letter.

**BOV Policy #37 (2020) Research Incentive Award Policy** – Dr. Moses reported that this policy will replace the former interim supplemental policy. A committee was formed to create a new policy that was succinct and clear. The policy establishes the parameters and guidelines to issue awards. The policy also serves to incentivize faculty to engage in research activities provided that they actually secure external grants and external sources of research.

Dr. Adams-Gaston stated that the committee consisted of the deans, faculty, staff and administrators, who worked collectively to get this right. Benchmarking of other institutions were used. Dr. Moses stated that other institutions with a similar policy include Radford University in the state of Virginia, Tennessee State University and Utah State.

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In response to Ms. Blunt, Dr. Moses stated that most institutions in Virginia have a policy in place; however, NSU's is modeled more after Radford's policy.

Ms. Blunt asked if the current payroll system is set up to manage this process. Dr. Moses stated that Human Resources has been working with Finance and Administration, Research and Sponsored Programs to set up how this process is going to work.

Ms. Blunt stated that from a compliance perspective, not having the payroll process worked out before the policy is set for approval presents an issue for her from a voting perspective.

Rector Wilmer asked if there were any other comments/questions.

Mr. Griffith asked Ms. Blunt to elaborate on her statement. Ms. Blunt stated that because there have been some ongoing issues with the payroll system in terms of being able to be compliant with compensation policies, this is going to end up being a manual process and very difficult to ensure consistency.

Mr. Hunter stated that the inconsistency in the Faculty Handbook that was updated created the payroll issue. This policy smooths out the process and the conflicting information as it allows both payroll and budget to process incentives in a way that the university was not able to do previously. The policy will go into effect in the fall.

Rector Wilmer asked if the committee looked at all the policies of Virginia's public serving institutions. Dr. Moses responded yes and he is able to provide the list if necessary. He noted that Dean Miller was instrumental in ensuring these were included as a part of the process.

Dr. Fernando stated that this policy was vetted thoroughly by faculty and by researchers that would be impacted by it. There was robust input during the entire process. One of the universities that Dr. Miller patterned the process after was Tennessee State. Dr. Ashley Haines has done a lot of research on institutions in the state of Virginia, from ones like UVA that might be of a different tier research-wise through ones like James Madison that are closer to our size.

Rector Wilmer asked Mr. Dyke who has inside expert opinions on policies across higher education institutions if he had any comments. Mr. Dyke stated that he is fine with the policy.

Mr. Blake motioned, seconded by Mr. Griffith, and with a 9-1-0 Roll Call vote, the Board approved BOV Policy #37 (2020) Research Incentive Award Policy. Ms. Blunt voted no.

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**Board's Budget for 2020-2021** – Rector Wilmer stated that if the university is looking to cut expenses, the Board should show support at some of level reduction as well. She asked Mr. Hunter and his team to manage to that, especially as the scenarios play out. The highest line items of catering and travel could be reduced.

Mr. Blake motioned, seconded by Mr. Dyke, and with a 10-0 Roll Call vote, the Board approved the Board's Budget for 2020-2021.

**Revisions to Title IX Policies and Title IX Handbook** – Dr. Moses stated that he spoke with Mr. Robinson and Mr. Ronald Forehand, who was critical in drafting this particular language. The intent of the language is for the Title IX Coordinator to be able to designate those listed to be responsible for Title IX related duties if necessary. This language is not inconsistent with what is seen at other universities. The language gives the Title IX Coordinator the authority to assign or designate tasks to other individuals. Options are to leave as is, or simply to state: “As used in this policy, the term “Title IX Coordinator” means the appointed Title IX Coordinator, or any person designated by the University President to serve as the Title IX Coordinator.”

After some discussion, the recommendation was to leave it as is.

Ms. Blunt stated that her question was answered, but the clarity on the language remains unspecified for her, but not enough for her not to vote.

Mr. Dyke motioned, seconded by Mr. Blake, the Board unanimously approved the revisions to the Title IX Policies and the Title IX Handbook as presented.

Rector Wilmer provided Mr. Legon and Dr. Hammond of AGB an opportunity to speak.

Mr. Legon stated that he and Dr. Hammond have learned a lot from speaking with all the members of the Board and others. He hopes that what AGB will ultimately share either virtually or in person about board governance will be helpful. This is an extraordinarily interesting, challenging, and difficult period for all of higher education. It demonstrates the importance of getting Board governance right. The way the Board has conducted itself around some really fundamental issues that every single institution in the country is addressing was spot on and profound.

Mr. Legon added that the President and her team did an excellent job of addressing the complex scenarios. This was done in a cogent and candid manner knowing the risks and knowing the threats. He applauded the leadership of the President and the Rector.

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Rector Wilmer extended thanks to all the members of the AGB team for the work that has been continuously moving forward. Members of the Board look forward to the rescheduled Retreat. Dr. Adams-Gaston also extended thanks to AGB.

### **9. Closed Meeting**

Ms. Blunt motioned, seconded by Mr. Henry, the Board unanimously moved to adjourn and reconvene in Closed Meeting pursuant Section 2.2-3711(A) 1, 4, 7, 9, and 11 of the Code of Virginia, for the following purposes, pursuant to the noted subsections:

(1), (11) and (4) for discussing personnel matters, including more specifically, appointment and performance of high ranking University employees as well as the promotion of, granting tenure to, and approving of Emeritus and Honorary Degree status to certain current or former university employees; and discussion or evaluation of performance of departments of the University that necessarily involves discussion regarding performance of individuals employees, more specifically related to reports of the Internal Auditor and the State Inspector General, and

(7) 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

(9) discussion of matters relating to gifts, bequest, and fundraising, and more specifically naming opportunities; and

Further that the following remain for the Closed Session, the President, the Internal Auditor, and legal counsel; and

That all members of the Board who are on the phone be permitted to call in to listen in Closed Meeting.

The Board took a short break before going into the Closed Meeting.

### **10. Open Meeting**

The Board having reconvened in the Open Meeting, took a 9-0 Roll Call vote on certification that (1) only public business matters lawfully exempted from Open Meeting requirements, and (2) only such public business matters as were identified in the motion by which the Closed Meeting was convened were heard, discussed or considered in the meeting

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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.

Rector Wilmer stated that the Board will look to reconvene to handle the remaining items that are on the table. She thanked everyone for their time and thought leadership.

Dr. Adams-Gaston also thanked the Board for their time.

**11. Adjournment**

There being no further business, meeting was adjourned at 1:59 p.m.

Respectfully submitted,

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April T. Allbritton, Board Liaison

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Devon M. Henry, Secretary  
Board of Visitors



**NORFOLK STATE UNIVERSITY BOARD OF VISITORS  
RESOLUTIONS APPROVED JUNE 22, 2020**

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2020 BOARD RESOLUTION

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

**WHEREAS**, meetings of the Norfolk State University Board of Visitors shall be held no less than four times each year on such dates and in such places as may be set by the Board of Visitors; and

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

**THEREFORE, BE IT RESOLVED** that the Norfolk State University Board of Visitors approves the following dates as the Board's Meeting Schedule for the following academic years:

Board Meeting Date .....	Friday, October 16, 2020 (all day)
Board Meeting Date .....	Friday, December 11, 2020 (all day)
Board Retreat Date .....	Thursday, March 18, 2021 (all day)
Board Meeting Date .....	Friday, March 19, 2021 (all day)
Board Meeting Date (Annual Meeting).....	Friday, April 30, 2021 (all day)
Board Meeting Date .....	Friday, October 15, 2021 (all day)
Board Meeting Date .....	Friday, December 10, 2021 (all day)
Board Retreat Date .....	Thursday, March 17, 2022 (all day)
Board Meeting Date .....	Friday, March 18, 2022 (all day)
Board Meeting Date (Annual Meeting).....	Friday, May 6, 2022 (all day)
Board Meeting Date .....	Friday, October 14, 2022 (all day)
Board Meeting Date .....	Friday, December 9, 2022 (all day)
Board Retreat Date .....	Thursday, March 16, 2023 (all day)
Board Meeting Date .....	Friday, March 17, 2023 (all day)
Board Meeting Date (Annual Meeting).....	Friday, May 5, 2023 (all day)

Approved by the Board of Visitors this 22nd day of June, 2020.

Commencement Dates (Saturdays):

December 12, 2020	May 1, 2021	May 7, 2022	May 6, 2023
	December 11, 2021	December 10, 2022	

# NORFOLK STATE UNIVERSITY BOARD OF VISITORS

## RESOLUTIONS APPROVED JUNE 22, 2020

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### 2020 BOARD RESOLUTION

#### NORFOLK STATE UNIVERSITY BOARD OF VISITORS RESOLUTION TO APPROVE OPERATING BUDGET FOR FISCAL YEAR 2020 - 2021

**WHEREAS**, the Norfolk State University Board of Visitors (“Board of Visitors”) at its June 22, 2020, meeting approved tuition and fee rates for fiscal year 2020 - 2021 within the limits set by the Commonwealth of Virginia as amended by the 2020 Virginia Assembly Acts of Assembly, Chapter 1289 (the Act); and

**WHEREAS**, the tuition and fee rates approved for fiscal year 2020 – 2021 as presented by the Administration are deemed reasonable and consistent with Chapter 1289; and

**WHEREAS**, the appropriations to the University, which authorize the state funding and spending authority for the University, but not including local University or NSU Foundation funding, are limited to the amounts and conditions in the Act; and

**WHEREAS**, the University has forecasted revenue collections from all sources for fiscal year 2020 – 2021, based upon conservatively anticipated enrollment levels; and

**WHEREAS**, the Board of Visitors approves the proposed University Operating Budget for 2020 - 2021 as presented and attached to this Resolution; and

**WHEREAS**, the Board of Visitors approves the Educational and General (E&G) Budget for 2020 - 2021 appearing on the attached E&G Schedule; and

**WHEREAS**, the Board of Visitors approves the budgeted amounts for the Auxiliary Enterprise programs for 2020 - 2021 appearing on the attached Auxiliary Enterprise Schedule; and

**WHEREAS**, the Board of Visitors approves the State Student Financial Assistance budget for 2020 - 2021, which equals the University's appropriation and noted E&G revenue transfers as described in the University Operating Budget; and

**WHEREAS**, the Board of Visitors approves expenditures in support of Sponsored Programs that have been properly awarded to the University and up to the amounts for which cash will be made available during the course of Fiscal Year 2020 - 2021; and

**WHEREAS**, the Board of Visitors approves the projected budget for local University and NSU Foundation funding, as presented in the University Operating Budget;

**THEREFORE, BE IT RESOLVED**, that after due consideration and careful review by the Vice President of Finance and Administration, the University President, and by University Counsel for legal sufficiency, the Norfolk State University Board of Visitors approves the 2020 - 2021 University Operating Budget in total as presented this 22<sup>nd</sup> day of June, 2020; and

**BE IT FURTHER RESOLVED**, that the Norfolk State University Board of Visitors authorizes the University President to allocate and cause to be expended tuition, room, board, mandatory and other fees collected beyond base projections, up to the amount appropriated and adjustments required and allowed by language in the Act, any additional General Fund Appropriation which may be incorporated in the Appropriation Act; and

**NORFOLK STATE UNIVERSITY BOARD OF VISITORS**  
**RESOLUTIONS APPROVED JUNE 22, 2020**

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**BE IT FURTHER RESOLVED**, that the Norfolk State University Board of Visitors authorizes the University President to reallocate and expend all unexpended Fiscal Year 2019 - 2020 Educational and General, and Auxiliary Enterprise funding that may be reappropriated for use in Fiscal Year 2020 - 2021, and to expend local funds available to the University should the need arise.

**NORFOLK STATE UNIVERSITY BOARD OF VISITORS**  
**RESOLUTIONS APPROVED JUNE 22, 2020**

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2020 Board Resolution

**NORFOLK STATE UNIVERSITY BOARD OF VISITORS**  
**RESOLUTION TO APPROVE**  
**TUITION AND FEES FOR ACADEMIC YEAR 2020 – 2021**

**WHEREAS**, the Commonwealth of Virginia funding policies and the impact of the economic forecast for the foreseeable future contained in the 2020 – 2022 Biennium Appropriation Act (Act), as amended, play a central role in the setting of the tuition and fee policy for higher education institutions; and

**WHEREAS**, the Act requires each public institution to communicate its tuition and fee policy, as approved by its Board of Visitors, to the Secretary of Education, the State Council of Higher Education for Virginia (SCHEV), and the Chairs of the House Appropriations and Senate Finance Committee by May 15<sup>th</sup> of each fiscal year; and

**WHEREAS**, the Norfolk State University Board of Visitors is responsible for establishing tuition, mandatory fees, room, board, and other necessary charges imposed on students as provided in the Code of Virginia § 23.1-1012 (B) or 23.1-307 and the Board of Visitors Bylaws at Section 2 (2); and

**WHEREAS**, the Board of Visitors has considered the proposed tuition, room, board, mandatory and miscellaneous fees presented by the administration and as identified in the attached Schedules:

- Schedule A Proposed Full Year Tuition and Fees for Full-Time Students (Residents);
- Schedule B Proposed Full Year Tuition and Fees for Full-Time Students (Non-residents);
- Schedule C Proposed Tuition for Part-Time Students;
- Schedule D Other Miscellaneous Fees; and

**WHEREAS**, the rates set for tuition, room, board, mandatory and miscellaneous fees, together with administrative actions to control costs, are intended to provide adequate coverage for basic instructional activities, related administrative support, other program and operating costs, and adequate debt service reserves for past and future construction projects utilizing bonded funds; and

**WHEREAS**, the Board of Visitors of Norfolk State University approves the tuition, room, board, mandatory and miscellaneous fees found in the above referenced and attached Schedules A, B, C, and D for 2020 - 2021 academic year; and

**WHEREAS**, the President shall monitor any subsequent actions of the General Assembly between now and the beginning of Fiscal Year 2020 - 2021 for legislative impact on the tuition and fee policy and related funding, and shall implement timely changes required by such legislation, and shall report such action to the Board of Visitors at its next regularly scheduled meeting; and

**WHEREAS**, in response to emerging needs and changing circumstances, the President is authorized to establish or amend miscellaneous fees appearing in Schedule D;

**NORFOLK STATE UNIVERSITY BOARD OF VISITORS**  
**RESOLUTIONS APPROVED JUNE 22, 2020**

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**THEREFORE, BE IT RESOLVED**, that after due consideration and careful review by the assigned staff, Vice President for Finance and Administration, and University President; by University Counsel for legal sufficiency, the Norfolk State University Board of Visitors approves this resolution for the tuition and fees for academic year 2020 – 2021 as presented this 22<sup>nd</sup> day of June 2020.