

Public Session Minutes

The meeting of the Morgan State University Board of Regents was called to order by Chairman Kweisi Mfume at 12:04 p.m.

Present: Hon. Kweisi Mfume, Chairman, Regent; General (Ret.) Larry Ellis, Vice Chair, Regent; Hon. Tracey Parker-Warren, Secretary, Regent; Ms. McCall Brown, Student Regent; Dr. Harold Carter, Regent; Dr. Linda Gilliam, Regent; Dr. Burney Hollis, Regent; Ms. Emily Hunter, Regent; Dr. Shirley Malcom, Regent; Mr. Wayne Resnick, Regent; Mr. William Sherman, Regent; Mr. Carl Turnipseed, Regent; Mr. Winston Wilkinson, Regent; Dr. David Wilson, University President; Mr. Thomas Faulk, Principal Counsel for Morgan State University, Office of the Attorney General

Absent: Ms. Shelonda Stokes, Regent

Minutes

The Chairman opened the floor for a motion to adopt the minutes from the November 2, 2021 Board meeting. It was MOVED by Regent Hollis and SECONDED by Regent Malcom. The MOTION CARRIED unanimously.

Chairman's Remarks

The Chairman opened the meeting by welcoming the Regents and members of the public in attendance. He wished everyone a happy new year as this is the first full Board meeting of 2022. The Chairman offered an overview of the agenda and stated that following the Public Session, the Board would convene in Closed Session to address the matters identified as such on the agenda.

The Chairman shared the unfortunate news of the passing of Regent Stokes's father-in-law and the tragic murder of her brother last week. He asked that we keep the Stokes family in our thoughts and prayers, and to reach out to her in due time to offer condolences and words of encouragement.

Chairman Mfume stated that last year was the first time in 10 years that there was not 100% giving among the Board of Regents. He commented that it makes the job of Ms. Howard and her team doubly hard if this type of trend continues. He encouraged members of the Board to consider making a donation to the University and to do it as early as possible as time has a way of getting away from us all. He also reminded Regents that the deadline to complete annual financial disclosure statements is April 30th.

Chairman Mfume commented that many individuals have reached out to members of the Board and the President over the last few months expressing unanimous appreciation with the direction that the University is moving in, which comes on the heels of the adoption of the strategic plan. It is a welcome feeling of optimism shared by the Board as well. He referenced a recent article featured in the Chronicle of Higher Education entitled "A Race to the Top in Research," which chronicles the University's belief and commitment to attain R1 status. The University achieved R2 status in 2018, which was noteworthy in itself. When Morgan reaches R1 status, it will be one of the most significant accomplishments in the University's entire history. He encouraged the reading of the article to those who have not had an opportunity to do so.

Report of the President

Dr. Wilson began by reporting that Morgan was one of several HBCUs across the country that received a bomb threat this morning. Plans were immediately put in place to protect the campus and move the business of the institution forward. He then yielded the floor to Police Chief Lance Hatcher to provide a brief status update. Chief Hatcher stated that our police dispatch center received a call stating that several explosive devices had been placed on campus. We immediately contacted Baltimore City Police explosive units as well as Maryland State Police explosive units in coordination with our federal partners. MSU Police along with other university personnel went through all campus facilities to include garages, the stadium, outlying buildings and pertinent

areas. No explosives or suspicious devices were found. The MSU Police Department is in the final stages of clearing the campus, and an all clear notice is expected to be issued momentarily. We are proud that we were able to work with our partners to clear the campus in a swift but cautious manner to ensure the safety of the university community. The recommendation put forth is to remain in a virtual setting for work and classes for the remainder of the day. The campus will resume normal operations tomorrow.

Regent Parker-Warren commented that this might be an opportune time to consider the possibility of closing the campus to the public as many other campuses and military bases are starting to do. Dr. Wilson responded that the short answer is yes, we are slowly planning to do that with the extension of the decorative security barrier as new buildings come online. Ultimately, it is not to detract from the aesthetic appeal of the campus nor send the message to the wider community that Morgan is not an open and welcoming place.

Dr. Wilson provided a report to the Board covering some major developments that occurred at the University since the last meeting in November 2021. Those highlights include: (a) fall 2021 commencement; (b) spring 2022 faculty institute; (c) 2021-2022 outstanding faculty award recipients; (d) COVID testing update; (e) the new strategic plan – Transformation Morgan 2030; (f) new additions to leadership; (g) new and renovated student housing; (h) increase in state appropriations (operating and capital) and salary increases; (i) Northwood Commons development; (j) search for new athletic director; (k) meeting with SGA leaders; (l) leading the future recognitions; (m) top 2% of scientists in the world; (n) plans for investment of initial HBCU Settlement funds; and (o) endowed faculty chairs.

Chairman Mfume thanked Dr. Wilson for his report. He opened the floor for a motion to adopt the President's Report. It was MOVED by Regent Turnipseed and SECONDED by Regent Gilliam. The MOTION CARRIED unanimously.

Report of the Executive Committee

The Chairman provided an update from the January 27, 2022 Executive Committee meeting. He stated that the meeting was informational in nature and there were no items for action.

Report of the Standing Committees

Finance and Facilities Committee

Regent Malcom stated that the notion surrounding the ascendancy to R1 status includes discussions about new buildings that enable faculty to research; the submission of proposals that bring in the resources that allow research to be done by faculty; our ability to garner resources from corporations and foundations, in addition to funding that comes from federal agencies; and the students that we are attracting and the ambitions that we have for them in terms of involving them in research as undergraduates. All of these matters are connected and support the strategic plan.

She stated that there are three items for action; however, one will be considered by the Committee of the Whole. They all surround the need for us to address student housing. She then yielded the floor to Mr. Sidney Evans, EVP for Finance and Administration, to provide a brief overview on the various phases of the student housing plan.

Mr. Evans stated that the University has a very comprehensive student housing plan, which was developed in 2017. The plan is comprised of three phases. Phase I includes the construction of the New Thurgood Marshall Residence Hall and Dining Complex (\$100 million) with 670 beds in suite and apartment style units. Phase II includes the construction of an additional 498 beds (North Tower), demolition of the old Thurgood Marshall Apartment Complex, and major renovations to legacy student housing buildings. Finally, Phase III will include the demolition of O'Connell Hall with an opportunity to build an additional 500 - 600 beds on that site. He noted that the acquisition of the Lake Clifton property could possibly serve as a site for graduate and family housing as well as Morgan View.

Regent Gilliam asked if there was a general idea of when Phases II and III would be completed. Mr. Evans responded that the Thurgood Marshall North Tower is planned to be ready for occupancy by fall 2024, and Phase III is anticipated to be completed in eight years.

- **FY 2023 Housing Rates** – Regent Malcom stated that the University is requesting Board approval for a 4% increase in the rate for Morgan owned buildings. It was noted that rate increases were suspended for the past two years. Thurgood Marshall and Morgan View rates, as reflected in the Board material, are provided

for comparison purposes only as rates for these facilities are set by the Maryland Economic Development Corporation (MEDCO).

The Chairman asked what is the fiscal impact of the 4% in real dollars back to the University? Mr. Evans responded that we would have to go back and calculate it. Obviously, it is based on the total number of students enrolled in housing. We have to make an assumption about how many students will actually be in those facilities next year. After a quick calculation, Mr. Evans noted that it is almost \$400,000 in new revenue.

There was further discussion about the proposed rate increase and associated revenue that would be generated. The Chairman stated that he will call for a vote if it is requested, but noted that he would have to abstain because he has a level of uneasiness as a member of the Board, because this is a fiduciary matter of not knowing what it is that he is approving in terms of real dollars back to the University.

Regent Gilliam asked about the cost of room rates and how it compares to non-university owned facilities. Regent Malcom responded that the cost is much lower.

Chairman Mfume opened the floor for a motion to approve the FY 2023 Housing Rates. It was MOVED by Regent Malcom and SECONDED by Regent Turnipseed. The MOTION CARRIED unanimously.

- **MEDCO Letter of Intent (LOI)**– Regent Malcom stated that the LOI will allow us to move forward with the predevelopment aspects of Phase II to build the New Thurgood Marshall North Tower. She then yielded the floor to Dr. Wilson to provide additional insight. He stated that the University is asking the Board to approve the LOI with the understanding that the Board will still have ultimate authority over the terms and conditions that are being negotiated. Although the terms and conditions are still be worked through, executing the LOI will keep the project moving in a way in which we could open the new facility in the fall of 2024.

Chairman Mfume expressed hesitancy and concerns from a fiduciary perspective. If the Board were to approve the LOI before the terms and conditions have been worked out, it seems like there is very little defense on our end if something should go wrong. He yielded the floor to the legal team for input. Ms. Julie Goodwin (General Counsel), Mr. Jeffrey Palkovitz (Senior Counsel for Real Estate, Office of the Attorney General), and Mr. Faulk provided some background with regard to legal review by bond counsel, the inclusion of amendments to the LOI, and what it is intended to accomplish.

The Chairman stated that further discussion on the MEDCO LOI would be suspended to allow the legal team to huddle and review the language in the document. We will come back to this matter later in the meeting and may be by that time we will have a unanimous legal opinion as to how we move forward.

In the absence of Regent Malcom (who stepped away briefly), the Chairman yielded the floor to Dr. Wilson to provide a brief update on the informational agenda items.

- **Facilities, Design and Construction** – Ms. Kim McCalla, Associate VP for Facilities, Design and Construction Management, stated that projects are moving along well. We are securing additional staff to help with the increased deferred maintenance and will continue to move projects forward. We are very pleased with the Governor's recommendation for our FY 2023 capital appropriation in the amount of \$97.6 million for the construction of the New Health and Human Services Building, funding for deferred maintenance (\$20M), initial funding for the New Science Complex (phases I and II), and initial funding for the renovation of Carter-Grant-Wilson.
- **Credit Rating** – Mr. Evans stated that Standard and Poor's (S&P) reaffirmed our A+ rating with a stable outlook. This rating enables Morgan to wear the crown of being the highest rated HBCU by S&P. It is important to note that this is an issuer rating, not a debt rating. Morgan currently has no long-term public debt. As such, when an institution has no long-term public debt, there is no need for a rating. However, we asked S&P to move forward with an issuer's rating so that we would know how we stand among other institutions.
- **Institutional Advancement** – Ms. Donna Howard, VP for Institutional Advancement, stated that we are having another great year in fundraising. Our outright and deferred gift commitments total \$16.7 million. Our largest corporate gift is \$5 million. Our largest foundation gift is \$2.7 million and our largest individual gift is \$2.75 million, which is the second largest gift to Morgan from a non-alumnus. We also welcomed Heidi Bruce succeeding Joyce Brown as our new Assistant Vice President for Alumni Relations. On the public

relations front, we had a lot of good coverage focusing on new partnerships and collaborations; Morgan's growth in building programs; and the continued investments that we are seeing from the public and private sectors.

Academic and Student Affairs Committee

Regent Gilliam stated that there are two items for action: (1) new academic degree program proposal and (2) an honorary degree recommendation (to be discussed in closed session).

- **Academic Degree Program: Bachelor of Science in Cybersecurity Intelligence Management** – Regent Gilliam yielded the floor to Provost Hongtao Yu and Dr. Fikru Boghossian, Dean of the School of Business and Management, to provide a brief overview on the program proposal. Provost Yu stated that the new degree program is being proposed by the Department of Information Science and Systems in the School of Business and Management. Dean Boghossian stated that the proposed new program complements a program that we already have called the Cyber Warrior Program. Research was done as far as job openings going forward and the demand for these kinds of skills. It was noted that the growth rate in the security analysis field is expected to be at 31% through 2029. Maryland is a global hub for cybersecurity. The proposal was presented to the Academic and Student Affairs Committee yesterday and it was approved.

Chairman Mfume opened the floor for a motion to approve the Bachelor of Science in Cybersecurity Intelligence Management. It was MOVED by Regent Gilliam and SECONDED by Regent Hollis. The MOTION CARRIED unanimously.

Regent Gilliam stated that the remaining agenda items were informational. She yielded the floor to Dr. Phyllis Keys, Associate VP for Academic Affairs, and Dr. Kara Turner, VP for Enrollment Management and Student Success, to provide brief updates on instruction and enrollment, respectively.

- **Spring 2022 Mode of Instruction** – Dr. Keys reported that there is no significant difference in the student outcomes as far as the DFW (drop/fail/withdrawal) rates across the two modalities – Morgan Flex and traditional face-to-face instruction. However, there was a substantially significant difference between the outcomes for online versus the other two formats (traditional and Morgan Flex). The good news on the Morgan Flex side is that this modality allows us to serve our traditional learners because they can come face-to-face. They can choose the in-person option and it also allows us to reach a lot of remote learners who will synchronously tune into the course using the Canvas or Morgan Flex technology, and those students will not be negatively affected by having that remote learning.

Provost Yu commented that the Morgan Flex mode equates to 5.7% of students who received an I (incomplete), NA (never attended) or NG (not gradable), which is much higher than the online and traditional modalities. The overall passing rate for Morgan Flex courses is lower than traditional face-to-face. So we need to pay some attention to these students as we look at how we can continue to improve the Morgan Flex courses.

- **Enrollment** – Dr. Turner reported that we were far and away the best in terms of enrollment numbers this year in terms of our official fall enrollment versus the rest of the four-year institutions in the state. She reported that Morgan saw increases in all categories (first-time freshman, full-time undergraduates, part-time undergraduates, full-time graduates, and total headcount), except for part-time graduate. We had the highest numerical and percentage increase in our first-time freshman as well as the highest numeric and percentage increase in overall headcount. We did very well. The numbers, as of right now, are looking strong for the coming fall.

Regent Gilliam commented that this is exciting news. It was noted that there was discussion about what we are doing right. Dr. Turner was asked to come back with a report showing what Morgan is doing right.

Audit and Institutional Assessment Committee

Regent Ellis stated that the Committee met earlier this morning. We had one item of information that was driven by an article sent out by Dr. Wilson from AGB concerning cyber risk oversight for higher education boards. As a result, a Cybersecurity Governance Committee will be established and Dr. Wilson will present that to us at the May meeting. There was also a fruitful discussion concerning our spotlight chart, and a proposal will be brought forth on another type of way of measuring items at a much higher level.

Update on College of Osteopathic Medicine

Dr. Wilson stated that the proposed Maryland College of Osteopathic Medicine at Morgan State University is moving along. Key highlights include: (a) significant milestones – Dean (Dr. John Sealey) and President (Dr. Barbara Ross Lee) have been hired; (b) facilities – entity looking at this proposed Montebello site for a 90 to 120,000 square foot building; (c) ground lease – is being prepared and will be submitted to our legal team for review; and (d) accreditation time – pre-accreditation anticipated in the fourth quarter of 2023. As it stands now, the expectation is that the first class of entering students in the Maryland College of Osteopathic Medicine will be in the fall of 2024.

Regent Gilliam asked if the official name is the Maryland College of Osteopathic Medicine. Dr. Wilson responded that it is a placeholder they are moving forward with for now until perhaps they create a naming opportunity.

New Business

There were no new business items brought forward for the Board's consideration.

Based on legal advice, it was agreed that the two items for action – (1) the Amendment to the Policy on Student Housing Residency Requirement for Freshmen and Sophomores and (2) the Maryland Economic Development Corporation Letter of Intent – be taken up in closed session by the Committee of the Whole, in light of updated information and a new question received from bond counsel.

Regent Carter asked, as a point of order, if it is customary for an action item to go to more than one committee at a time. Chairman Mfume responded yes because oftentimes there is joint jurisdiction. For example, in a matter that has academic and student affairs implications, as is the one on today's agenda, it might also have implications in terms of finance and facilities, but particularly in this matter it is finance-related. Hence, that is when we get the double assignment and two committees with joint jurisdiction, which does not happen that often.

Public Session Adjournment

Chairman Mfume announced that the Board of Regents would convene in Closed Session to consider items specifically exempted from public consideration under § 3-305(b)(1)(2)(7)(8)(9) of the Open Meetings Act. In Closed Session, the Board of Regents will receive the Report from the Evaluation Committee and an EEO Report, and consider the Memorandum of Understanding Between MSU and the Fraternal Order of Police (FOP); an Amendment to the Policy on Student Housing Residency Requirement for Freshmen and Sophomores; the Maryland Economic Development Corporation Letter of Intent; and an Honorary Degree Recommendation. The Board may reconvene in Public Session at the conclusion of the Closed Session, if necessary.

After reading the citation into the record, the Chairman opened the floor for a motion to adjourn the Public Session to move into Closed Session. It was MOVED by Regent Turnipseed and SECONDED by Regent Malcom to adjourn the Public Session. The MOTION CARRIED unanimously.

The Public Session adjourned at 2:58 p.m.

Amendment to the Policy on Student Housing Residency Requirement for Freshmen and Sophomores (in Closed Session)

Chairman Mfume opened the floor for a motion to adopt the amended policy. It was MOVED by Regent Carter and SECONDED by Regent Turnipseed. The MOTION CARRIED unanimously.

Honorary Degree Candidate Recommendation - May 2022 (in Closed Session)

Chairman Mfume opened the floor for a motion to approve the honorary degree recommendation. It was MOVED by Regent Gilliam and SECONDED by Regent Turnipseed. The MOTION CARRIED unanimously.

Maryland Economic Development Corporation Letter of Intent (in Closed Session)

Chairman Mfume opened the floor for a motion to approve the MEDCO Letter of Intent. It was MOVED by Regent Gilliam and SECONDED by Regents Malcom and Carter. The MOTION CARRIED unanimously.

**MORGAN STATE UNIVERSITY
CITATION OF AUTHORITY FOR CLOSING A MEETING
UNDER THE OPEN MEETINGS ACT
BOARD OF REGENTS MEETING**

Date: Tuesday, February 1, 2022

Time: 12:00 p.m.

Location: Virtual

Motion to close meeting made by: Regent Turnipseed

Seconded by: Regent Malcom

Members voting in favor: All Regents in attendance

Opposed:

Abstaining:

Absent: Regent Stokes

THE STATUTORY AUTHORITY TO CLOSE THIS MEETING CAN BE FOUND AT (check all that apply):

General Provisions Article, § 3-305 (b)(1)(2)(7)(8)(9):

X (1) (i) To discuss the appointment, employment, assignment, promotion, discipline, demotion, compensation, removal, resignation, or performance evaluation of appointees, employees, or officials over whom this public body has jurisdiction; or (ii) any other personnel matter that affects one or more specific individuals;

X (2) To protect the privacy or reputation of individuals concerning a matter not related to public business;

____ (3) To consider the acquisition of real property for a public purpose and matters directly related thereto;

____ (4) To consider a matter that concerns the proposal for a business or industrial organization to locate, expand, or remain in the State;

____ (5) To consider the investment of public funds;

____ (6) To consider the marketing of public securities;

X (7) To consult with counsel to obtain legal advice on a legal matter;

X (8) To consult with staff, consultants, or other individuals about pending or potential litigation;

X (9) To conduct collective bargaining negotiations or consider matters that relate to the negotiations;

____ (10) To discuss public security, if the public body determines that public discussion would constitute a risk to the public or to public security, including: (i) the deployment of fire and police services and staff; and (ii) the development and implementation of emergency plans;

____ (11) To prepare, administer, or grade a scholastic, licensing, or qualifying examination;

____ (12) To conduct or discuss an investigative proceeding on actual or possible criminal conduct;

____ (13) To comply with a specific constitutional, statutory, or judicially imposed requirement that prevents public disclosures about a particular proceeding or matter;

____ (14) Before a contract is awarded or bids are opened, to discuss a matter directly related to a negotiating strategy or the contents of a bid or proposal, if public discussion or disclosure would adversely impact the ability of the public body to participate in the competitive bidding or proposal process.

General Provisions Article, § 3-103 (a):

____ (1) To carry out an administrative function;

____ (2) To carry out a judicial function;

____ (3) To carry out a quasi-judicial function.

FOR EACH CITATION CHECKED ABOVE, THE REASONS FOR CLOSING AND TOPICS TO BE DISCUSSED:

1. To receive the Evaluation Committee Report.
2. To receive an EEO Report.
3. To consider the Memorandum of Understanding Between the FOP and MSU.
4. To consider the Amendment to the Policy on Student Housing Residency Requirement.
5. To consider the MEDCO Letter of Intent.
6. To consider an Honorary Degree Recommendation.

THE BOARD MAY RECONVENE IN PUBLIC SESSION AT THE CONCLUSION OF THE CLOSED SESSION IF NECESSARY TO TAKE ANY FINAL AND BINDING ACTION.

This statement is made by Kweisi Mfume
Chairman of the Board of Regents

SIGNATURE:



***** FOR USE IN MINUTES OF NEXT REGULAR MEETING: *****

TOPICS DISCUSSED AND ACTION(S) TAKEN (IF ANY):