

Public Session Minutes

The Morgan State University Board of Regents Retreat was called to order by Chairman Kweisi Mfume at 8:28 a.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; Ms. Emily Hunter, Regent; Dr. Shirley Malcom, Regent; Mr. Wayne Resnick, Regent; Ms. Shelonda Stokes, Regent; Mr. Carl Turnipseed, Regent; Dr. Marquis Walker, Regent

Absent: Dr. Burney Hollis, Regent; Mr. Winston Wilkinson, Regent

Staff: Dr. David Wilson, President; Mr. Thomas Faulk, Principal Counsel for Morgan State University, Office of the Attorney General; Ms. Julie Goodwin, General Counsel; Mrs. Cassandra Grogan, Executive Administrator for the Board for Regents; Ms. Sherita Harrison, Associate General Counsel; Dr. Don-Terry Veal, VP for State/Federal Relations and Chief of Staff to the President

Chairman Mfume opened the meeting by welcoming the Regents and members of the public in attendance.

The Chairman announced that the Board of Regents would convene in Closed Session to consider items specifically exempted from public consideration under § 3-305(b)(1)(7)(8) of the Open Meetings Act. In Closed Session, the Board of Regents will receive a Litigation Update and an update on Off-Campus Student Housing. The Board will reconvene in Public Session at the conclusion of the Closed Session.

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 Ellis to adjourn the PUBLIC SESSION. The MOTION CARRIED unanimously.

The PUBLIC SESSION adjourned at 8:42 a.m.

The Board of Regents reconvened in PUBLIC SESSION 2 at 11:04 a.m.

Add'l Staff: Dr. Mary Anne Akers, Dean, School of Architecture and Planning; Dr. Yacob Astatke, AVP for International Affairs; Dr. Kevin Banks, VP for Student Affairs; Ms. Tara Berrien, AVP for Diversity, EEO and Title IX; Mr. Sidney Evans, EVP for Finance and Administration; Mr. Lance Hatcher, Chief of Police; Ms. Donna Howard, VP for Institutional Advancement; Ms. Kim McCalla, AVP for Facilities, Design and Construction Management; Dr. Willie May, VP for Research and Economic Development; Dr. Adebisi Oladipupo, VP for Information Technology/CIO; Dr. Tonya Sanders, University Council Chair; Mr. Alan Small, Assistant Director of Internal Audit; Dr. Kara Turner, VP for Enrollment Management; Dr. Hongtao Yu, Provost and SVP for Academic Affairs

Review of Internal Audit Charter and Revisions to the BOR By-Laws

Chairman Mfume yielded the floor to Vice Chairman Ellis to lead the discussion on the Internal Audit Charter and accompanying revisions to the BOR By-Laws. Vice Chair Ellis stated that these items were presented to the Audit Committee in June for review and action, and the Audit Committee approved the Internal Audit Charter for advancement to the full Board for adoption. Mr. Faulk and Ms. Goodwin noted that the two items are a package proposal and should be adopted and approved together.

Vice Chair Ellis then yielded the floor to Mr. Small to provide an overview on the Internal Audit Charter. Mr. Small stated that the Charter details precisely what the Office of Internal Audit is responsible for, what it will do, the standards under which the Office will operate as well as the responsibilities of the Office with regard to monitoring/reporting upon the internal controls of the University.

Chairman Mfume stated that the BOR By-Laws are being amended to create and designate a function of the Audit Committee, and the Internal Audit Charter outlines how the Office of Internal Audit will go about doing its business within the University framework.

Regent Malcom commented that the Audit Committee thoroughly reviewed the materials and believes it sufficiently incorporates the relationship between Internal Audit and the Audit Committee, and the Audit Committee's role. Thus, she moved to approve.

Regent Turnipseed directed the Board's attention to the section entitled Role (last sentence in the first paragraph), "Internal Audit is also responsible for providing input to the annual risk assessment and internal audit plan ("Audit Plan") and for assuring the effective and timely resolution of all audit findings." He asked who is responsible for the annual risk assessment. Vice Chair Ellis responded that, at most organizations, it is the CEO or the head of the organization who makes an annual risk assessment. Mr. Small added that the internal audit plan is developed from various sources – (1) risk experience that the University has a history with, (2) the risk of what is taking place presently in the environment that is known to those people responsible for managing the resources of the University, and (3) the issues at hand that have been identified by the agency head (the President) who is providing the risk concerns for Internal Audit to address. These matters all flow into the internal audit plan, which, in turn, is presented to the President and the Board for approval.

Regent Turnipseed expressed concern with the construction of the referenced sentence. Dr. Wilson commented that the University does not have an annual enterprise risk plan, the way we see in corporate America and at other institutions. He will be working with Mr. Evans to bring forward, via the Audit Committee, a very broad enterprise risk assessment. Mr. Evans added that a small working group has been formed to develop an enterprise risk management model. The group includes members from Finance and Administration, Internal Audit and the Chief Security Officer in Information Technology. Significant progress has been made to date. The findings and recommendations will be presented to Dr. Wilson and subsequently to the Audit Committee.

Regent Turnipseed also noted a grammatical error under the Responsibility section (fifth bullet).

Chairman Mfume opened the floor for a motion to adopt the revisions to the Board of Regents By-Laws. It was MOVED by Regent Malcom and SECONDED by Regent Stokes. Regent Turnipseed expressed unreadiness in adopting the revisions as he believes the details of Audit and Institutional Assessment Committee go too far and would prefer that the structure of the description be summarized as is the case with the other two standing committees.

Chairman Mfume yielded the floor to Vice Chair Ellis to address Regent Turnipseed's unreadiness. Vice Chair Ellis stated that the Internal Audit Charter would give the Audit Committee the latitude to operate much like a SOP inside of the Committee, which is a best practice in the corporate world and at other places. He added that greater detail in the charter was intentional. Regent Turnipseed noted that his suggestion would be to simply reference the charter and eliminate the details (i.e., incorporate in the By-Laws that the Audit and Institutional Assessment Committee will follow its charter and any amendments made thereto from time to time).

Mr. Faulk stated that typically the by-laws are the controlling document for the Board of Regents via statute (the Maryland Annotated Code). He added that the legal team was initially uncomfortable with the notion of a charter, advising against a standalone charter and instead for the Board to have those details in its By-Laws. The legal team wanted to ensure that the by-laws are specific and laid out the functions as opposed to doing so in various ancillary documents. Ms. Goodwin added that part of what is being recommended here comes from the private/corporate sector in terms of ways of handling these types of matters. While Morgan is a public corporation, it is also a governmental entity that was created by statute. The BOR By-Laws is the mechanism for the kind of activity that is being discussed. Although it is a bit more cumbersome, it is in the interest of satisfying both the Committee and the Board. She stated that if there is ever a conflict between the charter and the by-laws, the by-laws would rule.

Regent Turnipseed subsequently voted in favor of adopting the Internal Audit Charter. The MOTION CARRIED unanimously.

Chairman Mfume asked the attorneys whether the Education Article of Maryland Annotated Code speaks to this whole issue of audit committees and audit charters. Mr. Faulk and Ms. Goodwin stated that it does not. The Chairman requested that the legal team provide every Regent with a copy of the Education Article of Maryland Annotated Code.

The Chairman opened the floor for a motion to adopt the Internal Audit Charter. It was MOVED by Regent Parker-Warren and SECONDED by Regent Malcom to adopt the Charter along with the noted modifications. The MOTION CARRIED unanimously.

The Chairman congratulated Vice Chair Ellis for all of the hard work on this project over the past two years. He also thanked Mr. Small for being present in Mr. Mauer's absence, Mr. Mauer, who worked hand in glove with the Vice Chair, and the legal team for all of their assistance.

The Public Session 2 adjourned at 11:49 a.m. for lunch.

The Board of Regents reconvened in PUBLIC SESSION 3 at 12:39 p.m.

Add'l Staff: Dr. Oscar Barton, Dean, School of Engineering; Dr. Cleo Hughes-Darden, Interim Dean, School of Computer, Mathematical and Natural Sciences; Dr. Anna McPhatter, Dean, School of Social Work; Mr. Wayne Swann, Director of Tech Transfer; Dr. Kim Sydnor, Dean, School of Community Health and Policy

Guests: Dr. Rhonda Franklin, Professor of Electrical and Computer Engineering, University of Minnesota; Dr. Hratch Semerjian, NIST Chief Scientist Emeritus

Student Housing (Phase II) Update

Dr. Wilson stated that goal one of the current and updated strategic plan remains the same – Enhance Student Success – and in order to do that we have to ensure that we have adequate housing available on campus for new and returning students. Student Housing Phase I is currently underway with the construction of the 670-bed New Thurgood Marshall Hall, which is on track to be completed for occupancy by August 2022. He has asked three university vice presidents – Dr. Banks, Mr. Evans and Dr. Turner (BET Initiative Team) – to start the serious conversation of putting in place the apparatus of what we are calling Student Housing Phase II. He then yielded the floor to the three-member team to provide a broad framework of where we are to date.

Mr. Evans shared a PowerPoint presentation and provided a high-level overview of the strategic housing plan. He discussed the (a) history; (b) on campus residential inventory – nine facilities; (c) situation analysis – first ever student housing plan developed in 2017 by lead consultant, Brailsford & Dunlavey, Inc., which was presented to the Board in 2018 consisting of three phases: (1) build 670 replacement beds on campus, (2) add additional beds and renovate current inventory, and (3) more new beds for graduate students and attractive university-sponsored family housing; (d) current status – New Thurgood Marshall Hall and dining facility (owned and operated by the Maryland Economic Development Corporation) to open in August 2022; (e) the BET Initiative – define maximum number of beds on campus for the next three to five years, financing model, housing capital structure, phasing strategy for renovations and differentiated/tiered pricing structure; and (f) next steps – new and revised plan will be presented to the Board at the November meeting.

Regent Malcom commented that it is important for the new Regents to understand that housing is a part of auxiliary, and the state provides no support to construct residential facilities.

Dr. Banks noted that as we move through the pandemic, we must be sensitive as to how we house students because of the high demand for single rooms which we are hearing this year.

Chairman Mfume opened the floor for questions, comments and observations from Regents. A brief discussion followed to address various questions and observations with regard to student housing financing; total cash reserves and the use of other pots of funding (CARES Act and American Rescue Plan, Mackenzie Scott gift and HBCU Settlement Bill, etc.); direction/input given to consultant; research and consideration given to P3 model; consultant's scope of work (building/financing options vs. internal needs); obtaining a qualified opinion from an

independent source with regard to all of the various financing options in order for the Board to make an informed judgment; and the need to ensure separation between consultants and financing firms.

Ms. Goodwin commented that Morgan has been in the P3 space for decades. She reminded the Board and staff that Morgan View is a P3 project. There was and is a second phase to Morgan View in terms of the property adjacent to it. Since the infrastructure for a P3 is already in place at the location, she urged consideration of it, noting that there may be some programmatic aspects that make it less favorable.

Chairman Mfume commented on the concern/uneasiness expressed by Vice Chair Ellis, noting that we need to be very careful with regard to any possible impropriety when we have one group (i.e., consultants) recommending options that may include some companies and not include other options. He recommended the possibility of having two consulting bodies or alternatively to simply make decisions based on knowledge of the industry and the industry as we know it. He concluded that further discussion would need to take place, in closed session, at either the November Board meeting or the preceding Executive Committee meeting so that additional information and clarification can be provided.

Strategic Plan Update

Dr. Wilson stated that the administration is very excited to bring before the Board the way we are seeing the positioning of Morgan State University to 2030. He briefly highlighted some of the many accomplishments achieved over that last 10 years (then and now) to include: increasing graduation rates (33% for fall 2010 cohort to 49% for fall 2016 cohort); securing additional resources (state appropriation - \$73.9M in 2010 to \$108.4 in 2021); awarding doctoral degrees (32 in 2010-2011 to 71 in 2020-2021); and our Carnegie classification research ascendency (R3 in 2010 to R2 in December 2018). He noted that the past decade has truly been one of momentum, innovation and transformation.

Dr. Wilson then yielded the floor to Dr. Veal who moderated the presentation and lengthy discussion on the 2021 strategic action plan. He highlighted the mission, vision, six core values and four broad goals representing the foundation over the next 10 years (2021-2031). Several university vice presidents, deans and distinguished guests shared information with regard to each of the four goals and associated strategic initiatives.

Dr. Yu spoke about academic affairs' support and impact such as a variety of innovative and high-demand degree programs at the bachelor's, master's, and doctorate levels as well as 18 "Morgan Completes You" programs.

Goal One: Enhance Student Success and Wellbeing

Dr. Turner spoke about enrollment goals (meet or exceed 10,000 students) and strategies as well as student success goals (50 by 25 Initiative) and strategies.

Dr. Banks spoke about the divisional priorities for Student Affairs to include housing facilities improvement plan; residential life programming plan; expanding wellness/mental health programming; expanding multicultural education and global awareness; strengthening parent and family outreach; and developing a collaborative plan with academic units to implement an esports program in conjunction with the emerging Center for Data Analytics and Sports Gaming.

Goal Two: Achieve the Designation as a Very High Research Activity Institution

Dr. May spoke about increasing Morgan's national and international reputation as a well-respected research university to include input from the Task Force on Research Infrastructure and the Blue-Ribbon Panel on STEM Research Expansion, and increasing the University's ranking to reach R1 status by 2031. He then yielded the floor for the Board to receive feedback from two Blue-Ribbon panelists.

Dr. Semerjian stated that panel members were committed from the very beginning to the task at hand and were highly engaged to provide assistance to Morgan to march along the path towards becoming a well-recognized research university and to reach its goal of attaining R1 Carnegie classification.

Dr. Franklin stated that she was extremely impressed by the research that Morgan is currently doing and how the University has developed a very synergetic arrangement between the strong teaching mission for Black students who come from a variety of circumstances with the development of effective models to support students who have a specific interest in research. She commented that it is very clear from a broad sense (campus-wide) that those topics that Morgan is currently invested in represent important areas such as health disparities, predictive analytics, brain science and cybersecurity, and this is critical because these are all important topics where research dollars are going as well. It is also clear from some of the new topical areas being presented that Morgan

recognizes how those specific topics can also be intermingled and leveraged with what it already has as a core strength, which is important because research can be rather expensive, and it is difficult to start from ground zero.

Dr. Franklin commented that there is a great team of faculty here who are already leading these efforts, and they are able to not only see new areas where Morgan can evolve, but they can use what they are currently doing to help them leverage their strength to achieve the goal of becoming an R1 institution. She concluded by summarizing four areas of importance in moving forward, which is consistent with well-respected, world-class programs around the country – (1) establishing collaborations with partners, both current and new ones, with faculty and research institutions of similar status; (2) the ability to produce students who start at Morgan, leverage those strengths that they develop, and go on to graduate school which allows them to then become leaders in the field as well as corporations which is important for future revenue; (3) developing a sense of critical mass for faculty led by a national leader in the field to address critical problems of society both nationally and for our community; and (4) maintaining excellent teaching and research training practices and infrastructure, which will allow Morgan to support the stimulation of curiosity and deep thinking. She thanked President Wilson and Dr. May for inviting her to participate on a panel with some well-respected members of the research community in the United States.

Dr. Semerjian commented that there were strong opinions expressed about how to establish the foundation for a world-class research university to ensure that faculty are given time to devote to research by reducing their teaching loads and building necessary research infrastructures (junior faculty, facilities, high-quality students, etc.) that they will need in order to be successful. He noted that President Wilson's plans to add endowed chairs in certain areas were much welcomed; however, endowed chairs will need a team to make the whole undertaking efficient and effective. Another theme that was emphasized was the need to establish partnerships, as mentioned by Dr. Franklin, with federal laboratories and other government agencies in the region. Morgan is fortunate to be located in a research-rich environment and has already made some progress in this regard. The panel focused on identifying research areas where the University could play a unique role and take advantage of its diverse student body. Panelists wanted to ensure that Morgan faculty were aware of related research activities carried out at other research universities, and much discussion occurred with regard to the unique strengths that the University could bring to the table as well as the unique perspective and credibility that it possesses as it relates to some of these topics.

Dr. Semerjian concluded that the meeting was successful overall, and the panel will be making recommendations on some technology areas that represent unique opportunities where Morgan might set itself apart and establish programs of national impact and visibility. Based on the discussions and input received thus far, President Wilson has already made a recommendation for a New Center for Equitable Artificial Intelligence. The goal is to submit a report outlining the panel's recommendations by mid-November.

Goal Three: Serve as a Premier Anchor Institution for Baltimore City and Beyond

Dean Sydnor stated that health equity is on the minds of everyone and, as an anchor institution, this framework will play an important role in uplifting community conditions through multilevel strategies and economic development. In terms of the Center for Urban Health Equity, it is designed to be an anchor to make sure that we are really looking outward toward the community and all of the resources are with the community around Baltimore City. The Center is being looked at as a university-wide institute and not just something that belongs to the School of Community Health and Policy. It is hoped that these resources will advance the strategic vision that has been laid out.

Dean McPhatter defined anchor institutions (universities, health care systems, churches and other organizations who adopt and play significant roles in enhancing the quality of life and overall well-being in cities and other geographic areas in which they are located), discussed strategies and provided a few examples of current community engagement – Morgan Completes You, Grant Next Generation Scholars and the Morgan Community Mile.

Goal Four: Expand and Accelerate Globalization Efforts and the University's Footprint Using the Current Global Campus Success as a Model

Dr. Wilson provided his perspective with regard to expanding the University's global footprint, which includes increasing student diversity, graduate enrollment, study abroad opportunities, and continuing to build our presence on the continent of Africa.

Dr. Wilson commented that the strategic initiatives will require significant investment over the next 10 years, and he yielded the floor to Mr. Evans to discuss the finance budget model. Mr. Evans stated that the new plan needs to be supported by a summary financial plan that is ultimately linked to the operational budget. Finance and Administration will work with university stakeholders to align resources to the plan. Funding sources identified to date include state appropriation, federal stimulus funding, potential federal infrastructure bill, HBCU Coalition Settlement, capital market financing, increased net tuition revenue, continued cost improvement plan and leveraging Morgan's current strong financial position. He emphasized that it is imperative that realistic funding resources support the strategic plan initiatives.

Ms. Howard provided an update on philanthropic support. She stated that the endowment currently exceeds \$101 million up from \$15.1 million in 2010. The infusion of new funding from MacKenzie Scott and others, over FY 2020 and 2021, has been remarkable. It has provided Morgan the opportunity to develop relationships with new individuals, which we believe will positively affect our fundraising for some time to come. Much of the new funding has been focused on career readiness and creating a pipeline for Morgan students around employment and training. We do see a comprehensive campaign in the future as we are well-poised to cultivate the relationships with both long-standing and new donors, and to continue the great management of our endowment fund as well as leveraging funds to increase support and/or match dollars.

Ms. Howard responded to questions from the Chairman regarding the firm handling the endowment investment, the diversification of investment managers to include racial minorities, and the percent of diverse managers. She stated that the firm is Asset Strategy Consultants, and the diversification of investment managers is included in the investment policy. The actual percent of diverse managers would be provided once confirmed. Chairman Mfume suggested a possible draft transmittal from the Board to the MSU Foundation to obtain their thoughts on this matter and to encourage them to grow the percent of diverse managers beyond the current level.

Chairman Mfume yielded the floor for Committee Chairs and Regents to provide feedback and input to Dr. Wilson and the administration. Comments from Regents pertained to the enrollment goal; infrastructure to support growth; class size; tracking KPIs; the need to add an additional goal around infrastructure and a preamble; interconnectedness across the goals; interdisciplinary programs; emphasis on excellence; having the bandwidth to achieve goals; aligning with City's plan as an anchor institution; stakeholder and alumni engagement; inclusion of baseline data; real estate and investment opportunities; and high enrollment projections. Dr. Wilson thanked the Board for their invaluable feedback on the strategic transformation plan for Morgan by 2030, noting that an updated, red-lined version would be provided at least 10 days ahead of the November Board meeting.

Chairman Mfume thanked Dr. Wilson and the entire administration for working tirelessly on the updated strategic plan, which was well done. He also thanked Ms. Grogan for her support to the Board throughout the year as well as the legal team.

Dr. Wilson thanked the Morgan team for working collaboratively to bring forth the strategic plan for the University for the next decade. He added that he has little doubt that Morgan is well-positioned to be among those institutions elevated to R1 status, and we should not deviate from this path. The way we get there will be unique to Morgan. On behalf of the entire administration, he thanked the Board for engaging the team and for providing terrific feedback.

Chairman Mfume thanked the Board for their work in governance. The Board has a great team in place, and he commended Regents for their time, thoughtfulness, and the way in which they deliberate and offer suggestions, which is a true testament to the commitment to this institution.

Adjournment

The Chairman opened the floor for a motion to adjourn the Retreat. It was **MOVED** by Regent Malcom and **SECONDED** by Regent Turnipseed. The **MOTION CARRIED**.

The Retreat adjourned at 4:50 p.m.

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

Date: Saturday, September 25, 2021

Time: 8:30 a.m.

Location: Virtual

Motion to close meeting made by: Regent Turnipseed

Seconded by: Regent Ellis

Members voting in favor: All Regents in attendance

Opposed:

Abstaining:

Absent: Regents Hollis and Wilkinson

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

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

(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;

(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;

___ (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 a Litigation Update.
2. To receive an update on Off-Campus Student Housing.

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):