

Public Session Minutes

The meeting of the Morgan State University Board of Regents was called to order by Chairman Kweisi Mfume at 12:07 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; Ms. Shelonda Stokes, 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: Dr. Marquis Walker, Regent

Minutes

The Chairman opened the floor for a motion to adopt the minutes from the August 18, 2021 Board meeting. It was MOVED by Regent Malcom and SECONDED by Regent Wilkinson. The MOTION CARRIED unanimously.

The Chairman opened the floor for a motion to adopt the minutes from the September 25, 2021 Board Retreat. It was MOVED by Regent Hollis and SECONDED by Regent Turnipseed. The MOTION CARRIED unanimously.

Chairman's Remarks

The Chairman opened the meeting by welcoming the Regents and members of the public in attendance. 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 formally introduced and seated new Regent, Mr. William Sherman, II. He read his bio and welcomed him on behalf of the entire Board. He then yielded the floor to Regent Sherman for brief remarks.

Regent Sherman thanked the Chairman, Dr. Wilson and fellow Board members. He stated that it is truly an honor to be given the opportunity to serve on the Board of Regents of his beloved alma mater, adding that it is one of the proudest moments of his career. He concluded that he is ready to assist and do anything he can to help, to lend any experience and legal expertise in order to move the University forward with the grand mission that has been laid out by the President.

The Chairman appointed Regent Sherman to the Academic and Student Affairs Committee, chaired by Regent Gilliam. Regent Hollis was appointed to serve as Vice Chair of the Academic and Student Affairs Committee. The Chairman appointed Regent Turnipseed to serve on the Audit and Institutional Assessment Committee, chaired by Regent Ellis.

Chairman Mfume thanked Board members for taking part in several recent events since the fall Board Retreat to include: onboarding for new Regents, Calvin and Tina Tyler Hall grand opening and ribbon cutting ceremony, 37th Annual Homecoming Gala, and the Homecoming Game. He noted that the 2021 Founders Day Convocation will be held on Thursday, November 4th. It will be a virtual event and Regent Brown will bring forth remarks on behalf of the Board. He also stated that the Executive Committee meeting, scheduled for October 28th, was postponed until early December.

Report of the President

Dr. Wilson provided a report to the Board covering some major developments that occurred at the University since the last meeting in August 2021. Those highlights include: (a) COVID-19 testing and vaccinations; (b) strategic plan: Transformation Morgan 2030; (c) research and economic development – Blue Ribbon Panel,

GESTAR II with UMBC, and partnerships with Johns Hopkins University; (d) endowed professorships; (e) visits from legislative committees; (f) recent campus events; and (g) a few noteworthy acknowledgements – welcoming 17 TETFund post-doctoral fellows from Nigeria; Human Resources earns PeopleAdmin HR Transformation Award; MSU approved to participate in Ford Motor Company’s Salaried Tuition Assistance Program; MSU allotted 85 one-year scholarships (\$5,000 each) to incoming freshmen this year; and MSU Choir sings for Maryland 9/11 Memorial Ceremony.

The Chairman asked Dr. Wilson to take a few minutes to talk about commencement. Dr. Wilson stated that we are planning to have a face-to-face commencement next month on December 17th at 10 a.m. in Hill Field House. The administration is still determining if there will be a guest speaker as well as the capacity size, which will depend on the number of graduates. A final report will be forthcoming from the Commencement Committee.

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 Regents Carter and Gilliam and SECONDED by Regent Malcom. The MOTION CARRIED unanimously.

Report of the Standing Committees

Academic and Student Affairs Committee

Regent Gilliam stated that there are three items for action: (1) new academic degree program proposal, (2) a new academic unit, and (3) an honorary degree recommendation (to be discussed in closed session).

- **Academic Degree Program: Bachelor of Fine Arts in Musical Theater** – Regent Gilliam yielded the floor to Dr. Yu, Dean N’gom and Dr. Conway to provide a brief overview on the program proposal. Dean N’gom stated the proposed new degree program will fill a void and occupy a unique niche in the Maryland higher education environment. Dr. Conway stated that Morgan State University’s Fine and Performing Arts Department in the James H. Gilliam, Jr. College of Liberal Arts is submitting a proposal to offer a Bachelor of Fine Arts Degree in Musical Theatre. The department has successfully produced many musicals, over the years, on the stage of Morgan’s state-of-the-art James H. Gilliam Concert Hall. Many Murphy Fine Arts patrons have questioned why Morgan does not have a musical theatre program, given the success of our many productions. Many music and theatre arts majors in the department have routinely requested that Morgan offer a major in musical theatre, perhaps the most collaborative of art forms. Given the strengths of the faculty of our music and theatre arts programs, Morgan’s Fine and Performing Arts Department is more than capable of successfully offering an undergraduate program dedicated to musical theatre performance. The program is designed to prepare students for careers in musical theatre. Given the success of the music program, when arguably more Morgan students sing at the Metropolitan Opera in New York City than any other program in the United States, the department is now ready to prepare our students to have a similar impact on Broadway. Currently, there is no other undergraduate musical theatre program in the state. The program hopes to capitalize on the many high school students in the state and beyond who are interested in musical theatre, but do not see a clear path to this career choice. Morgan’s proposed degree program totals 120 credit hours, 72 of these credit hours are major courses. The National Association of Schools of Music accredits the department specifically in music, beyond the University accrediting body of Middle States. Upon MHEC approval, the department will present our new program for review by this accrediting body to meet all the national standards in the musical theatre industry.

Chairman Mfume opened the floor for a motion to approve the Bachelor of Fine Arts in Musical Theater. It was MOVED by Regent Gilliam and SECONDED by Regent Hollis. The MOTION CARRIED unanimously.

- **New Academic Unit: College of Interdisciplinary and Continuing Studies (CICS)** – Dr. Yu stated that the Morgan State University Board of Regents approved 18 new interdisciplinary academic programs (eight bachelor’s programs, five master’s programs and five doctoral programs) in May 2021. Following that, in September 2021, the Maryland Higher Education Commission approved Morgan State University to begin offering all 18 new interdisciplinary degree programs at the undergraduate and graduate levels. These programs are designed to aid non-traditional students with some college but no degree to return to school and finish their program at Morgan State. These programs are unique in their purpose, operational needs, and mission. A new academic unit needs to be formed in order to develop the curriculum, support the launch of the programs, and ensure the quality of education and student success in these programs. The 18 new interdisciplinary programs were designed to be flexible to meet the needs of non-traditional students. The flexibility in curriculum and course sequence is shared among all 18 programs. Additionally, all of the programs require students to transfer in a significant number of credits in order to be eligible for the degree

programs. The flexibility of the curriculum necessitates that the programs are housed together to efficiently advise and track student progress toward degree completion. Therefore, the Division of Academic Affairs is proposing to institute a new academic unit as the College of Interdisciplinary and Continuing Studies (CICS) within the Academic Division. The proposed new college will be singularly focused on supporting non-traditional students in the interdisciplinary programs. This singular focus dictates the staffing and structure of the College. Most staff in the College will be admissions and academic advisors within a comprehensive advising center. These advisors will guide the student through the admissions process all the way to graduation. Advisors will have a manageable caseload of advisees, which will enable them to form deep relationships with students. For non-traditional students, these relationships are extremely important. Historically, universities have brought together similar academic departments under the umbrella of colleges and schools. The CICS will carry on the tradition of grouping similar programs under a single academic unit. The uniqueness of the academic programs, the organizational structure and staffing of the College, as well as the entrepreneurial spirit that will inhabit the College, demands the creation of a new academic college.

Chairman Mfume opened the floor for a motion to approve the new academic unit – the College of Interdisciplinary and Continuing Studies. It was **MOVED** by Regent Gilliam and **SECONDED** by Regent Malcom. The **MOTION CARRIED** unanimously.

Regent Gilliam stated that the remaining agenda items were informational. She highlighted the Enrollment Management update, noting that fall 2021 was our highest enrollment with 8,469 students (higher than MHEC's projection), our largest freshman class ever of 2,288 (previous record was 1,422 in 2008), and the 11th consecutive year of above 70% retention.

Regent Gilliam yielded the floor to Dr. Scott to provide a brief update on athletics. Dr. Scott reported on the following subjects:

- **NCAA** – There is an initial special convention of the Constitution Committee to review the NCAA's constitution. It is scheduled to take place on or about November 10th. In January, during the annual convention in Indianapolis, the official vote will occur.
- **Name, Image and Likeness (NIL)** – Morgan submitted its portion of the Jordan McNair Fair Play Act, which is the health and safety portion of NIL that was enacted in Maryland and went into effect on October 1st. In addition, Morgan will look to implement a policy similar to the University System of Maryland, approved by the Board, which basically states that athletics will provide any updates to its health and safety protocols and processes before August 1st of each year to enable the department to enact any changes before the start of football camp.
- **Wrestling** – Morgan received a donation of \$2.7 million from two entities – HBCU Wrestling and bitcoin billionaire Michael Novogratz. The gift is the largest in Morgan athletics history and one of the largest to the University from a private donor. We are looking to start the program in the 2023/2024 academic year. It is important to note the biggest aspect of this gift is access and opportunity, which does not exist anywhere in the country for young men who want to wrestle at an HBCU. There are no HBCUs that sponsor Division I wrestling. Morgan will be the first.
- **First-Ever NBA Classic** – Morgan will play Howard University during the 2022 NBA All-Star Weekend on February 19th in Cleveland, Ohio. The game will be simulcast on the Turner network and ESPN.

Regent Gilliam highlighted updates from (i) Student Affairs – discussions about campus life, report from Student Rights and Responsibilities, and shortage of counselors and student waiting list and possible outsourcing until new hires were finalized; (ii) MSU Dining – students are satisfied with new vendor, SodexoMagic, to include more variety, easy access and large marketing component built in; and (iii) Student Government Association – SGA President and Vice President, Jamera Forbes and Dai'Shona Jones, reported that the Legacy Administration was successful in obtaining two wellness days this semester (no assignments or tests given or due on these days) and five days will be implemented in the upcoming spring 2022 semester.

Finance and Facilities Committee

Regent Malcom stated that there are two items for action – (1) Morgan Completes You Proposed Tuition Model and (2) Debt Capacity Increase. She then yielded the floor to Dr. Yu and Mr. Evans, respectively, to provide a brief overview on each item.

- **Morgan Completes You (MCY) Proposed Tuition Model** – Dr. Yu thanked the Deans, Vice Presidents and General Counsel for the collaborative team work. He stated that under the College of Interdisciplinary and Continuing Studies, the Morgan Completes You initiative's mission is to provide flexible degree options

at the undergraduate and graduate levels for near-completers. Nearly 36 million Americans have received some college credits but have not earned their degree. Nearly 10% of these potential students are considered “near completers” having gained at least half of the credits needed to earn a degree. In order to serve as many students from this growing population as possible, programs within the College of Interdisciplinary and Continuing Studies will utilize one tuition model, allowing all students, regardless of residency, to pay a flat tuition rate of \$250 per credit hour for undergraduate courses and \$455 per credit hour for graduate level courses.

Regent Malcom noted that the flat tuition rate will be piloted to give us an opportunity to make modifications based on things that we find out as we work to stand this program up.

Regent Parker-Warren asked for clarification with regard to the proposed tuition model in comparison to our current structure. Dr. Yu responded that the current structure is dictated by anything beyond 12 credits whereas the proposed tuition model is a flat fee of \$250 or \$455 per credit hour.

Chairman Mfume opened the floor for a motion to approve the Morgan Completes You Proposed Tuition Model (flat per credit hour tuition rate). It was MOVED by Regent Malcom and SECONDED by Regent Turnipseed. The MOTION CARRIED unanimously.

- **Debt Capacity Increase** – Mr. Evans stated that in accordance with Title 19-102 of the Education Article of the Annotated Code of Maryland, Morgan State University’s current debt ceiling is calculated at \$88M. In August 2020, the Board of Regents approved an action item to enter into preliminary discussions with Capital Debt Affordability Committee (CDAC) regarding an increase of the University’s debt capacity to \$120M. The University recently presented the status of current debt to the CDAC regarding an increase of the University’s debt capacity to \$140M from \$88M. The amended debt capacity results from (i) new accounting pronouncements (GASB 87) resulting in the capitalization of leases in an estimated amount of \$42M; (ii) 2020 HBCU Loan remaining debt to be issued of \$44.1M (to be disbursed during FY22 and FY23); and (iii) an additional \$54M unused capacity to address risks and opportunities that may arise in the future. Thus, the University requests Board approval to engage in discussions with the Maryland General Assembly regarding an increase of the University’s debt capacity to \$140M from \$88M.

Regent Parker-Warren asked whether there has been any discussion on how such action would impact on our credit rating. Mr. Evans responded that our rating is based on outstanding long-term debt. Currently, as of June 2021, the University has no (zero) outstanding long-term debt, primarily due to the forgiveness by the Department of Education through the federal stimulus program in December 2020. Therefore, our rating is only based on debt outstanding. In other words, increasing the debt capacity has no impact on our rating.

Chairman Mfume asked Mr. Evans to talk about debt versus capacity ratio. Mr. Evans responded that the rating agencies are not concerned with our statutory debt capacity. This is unique to Morgan and the State of Maryland. The rating agencies look at debt capacity either through an initial conversation that an institution plans to issue debt or after the debt has been issued. Rating agencies have certain ratios and metrics that they like to see for each category (AAA, AA and A). We work very closely internally and with the rating agencies to make sure we stay within ratios and metrics in terms of debt to net assets, annual debt service to operating expenses, debt service to cash available for debt, and debt service coverage ratio, just to name a few. Mr. Evans noted that we have a practice at Morgan where we meet with the rating agencies before any debt transactions are undertaken.

Chairman Mfume opened the floor for a motion to approve increasing the University’s Debt Capacity. It was MOVED by Regent Malcom and SECONDED by Regent Parker-Warren. The MOTION CARRIED unanimously.

Regent Malcom stated that a few informational items have already been covered by the President in his earlier report regarding the Research and Economic Development update (GESTAR) as well as the Enrollment update covered by Regent Gilliam. She noted that the Committee also received updates from (i) Facilities, Design and Construction and Management – satisfied with the direction we are moving in, although there are some issues around deferred maintenance and supply chain demands; (ii) Institutional Advancement; and (iii) Finance and Administration. All in all, Morgan is doing well.

Audit and Institutional Assessment Committee

Regent Ellis stated that the Committee met on Monday, November 1st. There were no items for action and the Committee immediately moved into Closed Session. In Closed Session, the Committee received an update on the

2020 draft financial statements from CliftonLarsonAllen (Morgan received a clean audit) as well as an update on ongoing investigations from the Office of Internal Audit.

Update on College of Osteopathic Medicine (COM)

Dr. Wilson provided a brief update on the future Maryland College of Osteopathic Medicine at Morgan State University. Key highlights include: (a) significant milestones – initial funding received, key hires (Founding President - Dr. Barbara Ross-Lee and Founding Dean - Dr. John Sealey), and community engagement; (b) accreditation timeline; (c) facilities and ground lease – to be presented to the Board for approval at the next meeting in February 2022; (d) identified capital; and (e) important steps over the next 12 months.

Regent Gilliam asked if funding was received from Maryland entities and about state collaborations. Dr. Wilson responded that no state funds are being used for this project.

Regent Wilkinson asked whether members of the COM Board have been officially named/published. Dr. Wilson responded that the members of the Board of Directors have not yet been named. With regard to the affiliation agreement that was proffered with them, two (2) spaces on the COM Board are to be filled by MSU. He added that he will update the Board, once this process is underway.

Chairman Mfume asked what is the total number of members on the COM Board. Dr. Wilson responded that the number was memorialized in the affiliation agreement and is somewhere around 12 to 15. The Chairman asked to what extent does the University have the ability to negotiate up the number of MSU representatives on the COM Board. Mr. Faulk commented that the answer would involve legal advice and, as such, should be deferred for further discussion by the full Board in closed session.

Before proceeding to the next agenda item, Chairman Mfume commented that he and Vice Chair Ellis spoke briefly about the situation that is currently underway in Washington, D.C., with respect to negotiations on the Build Back Better Act, the Infrastructure Bill and several other bills that are being voted on today. As such, Vice Chair Ellis will take over the remaining portion of the public meeting as well as the closed session.

Final Consideration of the Updated Strategic Plan

Dr. Wilson yielded the floor to Dr. Veal to provide a high-level overview of the revisions made to the strategic plan update as a result of input received from the Board during the fall Retreat, which include two (2) new strategic goals (in bold) for a total of six. Dr. Veal highlighted the six strategic goals: (1) Enhance Student Success and Well-Being; **(2) Implement Faculty Ascendancy and Staff Development Initiatives**; (3) Elevate Morgan's Status to R1 Very High Doctoral Research University; **(4) Expand and Improve a Campus-Wide Infrastructure to Support Operational Excellence and Increase Overall Institutional Capacity**; (5) Serve as the Premier Anchor Institution for Baltimore City and Beyond; and (6) Accelerate Global Education Initiatives and Expand the University's International Footprint.

Regent Gilliam commented that alumni giving has been at 14% for several years, how does the University expect to get to 20% by 2030. Ms. Howard responded that we will likely conduct an audit to determine what is needed. We know that young alumni is an area we have to engage with more, and we will be identifying additional positions to assist us with alumni engagement. Dr. Wilson noted that we realize we have to operate in the social media space with unbelievable aggression in order to target this group. These are the type of strategies that we are going to embrace.

Regent Gilliam asked if there are plans for another capital campaign any time soon. Ms. Howard responded affirmatively, adding that we going to be looking at finding a company to complete a feasibility study to see what the market will bear. We are thinking somewhere in the neighborhood of \$400 to \$450M. From there we will develop a campaign plan and are looking to move on these things in the fall. Dr. Wilson added that this next campaign will be focused on private gifts.

Vice Chair Ellis opened the floor for a motion to adopt the updated Strategic Plan – Transformation Morgan 2030. It was MOVED by Regent Turnipseed and SECONDED by Regent Gilliam. The MOTION CARRIED unanimously.

New Business

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

Vice Chair Ellis announced that the Board of Regents would convene in Closed Session to consider items specifically exempted from public consideration under § 3-305(b)(2)(7)(8)(12) of the Open Meetings Act. In Closed Session, the Board of Regents will receive a Litigation Update, an EEO Report and Update, a Student Update, consider an Honorary Degree Recommendation, and consult with counsel to obtain legal advice with regard to the College of Osteopathic Medicine. The Board may reconvene in Public Session at the conclusion of the Closed Session, if necessary.

After reading the citation into the record, the Vice Chair opened the floor for a motion to adjourn the PUBLIC SESSION to move into CLOSED SESSION. It was MOVED by Regent Hollis and SECONDED by Regent Gilliam to adjourn the PUBLIC SESSION. The MOTION CARRIED unanimously.

The PUBLIC SESSION adjourned at 2:06 p.m.

Honorary Degree Recommendation - May 2022 (in Closed Session)

Vice Chair Ellis opened the floor for a motion to approve the honorary degree recommendation. It was MOVED by Regent Gilliam and SECONDED by Regent Hollis. 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, November 2, 2021

Time: 12:00 p.m.

Location: Virtual

Motion to close meeting made by: Regent Hollis

Seconded by: Regent Gilliam

Members voting in favor: All Regents in attendance

Opposed:

Abstaining:

Absent: Regent Walker

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

General Provisions Article, § 3-305 (b)(2)(7)(8)(12):

___ (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;

X (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.

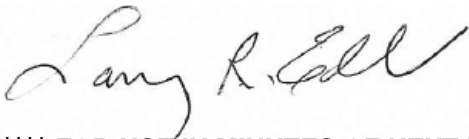
FOR EACH CITATION CHECKED ABOVE, THE REASONS FOR CLOSING AND TOPICS TO BE DISCUSSED:

1. To receive a Litigation Update.
2. To receive an EEO Report and Update.
3. To consult with counsel regarding the College of Osteopathic Medicine.
4. To consider an Honorary Degree Recommendation.
5. To receive a Student Update.

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 Larry R. Ellis
Vice Chairman of the Board of Regents

SIGNATURE:



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

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