

Public Session Minutes

The Morgan State University Board of Regents Retreat was called to order by Chairman Kweisi Mfume at 8:29 a.m.

Present: Hon. Kweisi Mfume, Chairman, Regent; General (Ret.) Larry Ellis, Vice Chair, Regent; Hon. Tracey Parker-Warren, Secretary, Regent; Ms. Swati Agrawal, Regent; Ms. Paityn Brooks, Student Regent; Dr. Linda Gilliam, Regent; Ms. Emily Hunter, Regent; Dr. Shirley Malcom, Regent; Mr. Brian Pieninck, Regent; Mr. William Sherman, Regent; Ms. Shelonda Stokes, Regent; Mr. Carl Turnipseed, Regent; Mr. Winston Wilkinson, Regent

Absent: Rev. Dr. Harold Carter, Regent; Dr. Burney Hollis, Regent

Staff: Dr. David Wilson, University President; Mr. Thomas Faulk, Principal Counsel for Morgan State University, Office of the Attorney General; Mrs. Cassandra Grogan, Executive Administrator to the the Board of Regents

Minutes

The Chairman opened the floor for a motion to adopt the minutes of May 13, 2024. It was MOVED by Regent Wilkinson and SECONDED by Regent Malcom. The MOTION CARRIED unanimously.

Chairman's Remarks

The Chairman opened the session by welcoming Board members and Dr. Wilson. He thanked all in attendance for taking time out of their busy schedules to come together for this daylong retreat. He stated that following the Closed Session, the Board would reconvene in Public Session to receive updates on the matters identified as such on the agenda.

The Chairman announced that the Board of Regents would convene in Closed Session to consider a Personnel Matter, receive the Evaluation Committee Report and discuss Board Affairs, which are specifically exempted from public consideration under General Provisions Article § 3-305(b)(1)(7) and § 3-103(a)(1) of the Open Meetings Act.

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 Stokes and SECONDED by Regent Turnipseed to adjourn the Public Session. The MOTION CARRIED unanimously.

The Public Session adjourned at 8:35 a.m.

The Board of Regents reconvened in Public Session II at 1:55 p.m.

Add'l Staff: Mr. James Curbeam, Director of Enterprise Risk Management; Ms. Julie Goodwin, General Counsel; Ms. Sherita Harrison, Associate General Counsel; Dr. Don-Terry Veal, VP for State/Federal Relations and Chief of Staff; Dr. Hongtao Yu, Provost and SVP for Academic Affairs

The Chairman introduced former Regent, friend, alumna and donor to the University, Rev. Dr. Frances Draper. She served with great distinction on the MSU Board of Regents for 24 years in the role of Secretary and most recently as Vice Chair until she stepped down in 2019 to take over full control of her family-owned newspaper, *the Afro American Newspaper* for the Baltimore and Washington, DC markets. She thanked the Chairman for the warm welcome and shared the love that she and her family have for Morgan. As such, she encouraged her

grandson to look at Morgan as he is a rising senior who plans to major in Bio-Medical Engineering. He is in town visiting with his parents from Atlanta. She noted that her son is also a Morgan grad.

President’s Annual Report on the Current Status of the Strategic Plan

Dr. Wilson provided an update on the state of the University to the Board. The report highlighted achievements under the various strategic goals to include: (a) Enhance Student Success and Well-Being – fall commencement 2023, spring commencement 2024, degrees conferred 2023-2024, enrollment (Morgan to set more records), Morgan Choir on the world stages (West Africa and Greece tours), Morgan’s Magnificent Marching Machine (Normandy, France), and meetings with Israeli institutions and Harvard University; (b) Elevate Morgan’s Status to R1 Very High Doctoral Research University – HBCUs with highest number of top scientists, top 10 HBCU researchers, and state-supported research centers; (c) Expand and Improve a Campus-Wide Infrastructure – additional investments in public safety; and (d) Morgan as a Premier Anchor Institution in Baltimore City and Beyond – capital projects update (Baldwin Hall, Cummings Hall, Hurt Gym, Health and Human Services, Thurgood Marshall Hall Tower II, West Campus infrastructure, New Science Building, Public Safety Building, and Northwood Commons). He also discussed recruitment currently underway (Chief Operating Officer, Chief Information Officer, and Director of University Policies and Compliance), the University’s financial health, audit findings being addressed, and his role as a thought leader (Impact Baltimore Award, American Academy of Arts and Sciences, and the 2023 McGraw Prize in Education).

Briefing on the Maryland College of Osteopathic Medicine (MDCOM)

Dr. Wilson reported that the entity that is in partnership with Morgan (Salud) has indicated, in writing, that they have secured the investment needed to enable them to submit the application for candidacy to the Commission on Osteopathic College Accreditation (COCA) before the end of May. The expectation is that they will be on the agenda of the August Board meeting of COCA and if they are granted approval, they would be granted candidate status and can officially start recruiting the first class of students expected to enter in the fall of 2026. They have also hired a new President, Dr. Jim Lyons (former President of Bowie State University), who has called the first official meeting of the Board of Trustees (BOT) of the College. He noted that the MSU Board of Regents voted several years ago that Regent Gilliam would be its representative on the BOT along with Dr. Wilson as President of Morgan State University serving in ex officio capacities.

The Chairman expressed confusion about the number of positions from Morgan serving on the BOT of the College. He stated that we would take up this matter in closed session at the next Executive Committee meeting to obtain general clarity since it involves the Affiliation Agreement.

Chairman Mfume inquired if the University has invested any funds. Dr. Wilson responded that no funding has been invested. He added that we are in discussions with MDCOM about a lease agreement where they would lease space inside of Jenkins until they raze the Montebello facility and build anew. He commented that this is in the embryonic phase.

The Chairman commented that the the Middle States accreditation process was briefly mentioned earlier. He stated that he had participated in the process several years ago. This year, only one Board member (Regent Ellis) had the opportunity to participate since Regents Gilliam and Malcom had prior commitments and were not afforded any flexibility with scheduling the initial conversation. Dr. Wilson assured the Board that nothing was missed. The conversation with Regent Ellis was merely a formality to say here is what the process will look like with no action taken. He emphasized that the Board will be fully engaged in the process and referenced the presentation that he previously shared in terms of what the process looked like before, how it will unfold now, the committees that were put in place, and the other committees that we have to put in place based on each of the seven Middle States standards. Then we will move forward to conduct our self study, which the Board will be involved in. It was noted that the visit is scheduled for the spring of 2026, when the team comes for a three-day visit during which time they will indicate their desire to meet with members of the Board.

Status of Morgan as Compared Academically to Leading Top 15 HBCUs

Dr. Wilson led a brief discussion and shared a presentation on the top 15 HBCUs released by U.S. News and World Report for 2024 where Morgan ranked 12th. He also highlighted the top seven public HBCUs (MSU included in this group), ranking methodology, and data sources – IPEDS and federal college scorecard. He expressed strong disapproval with the flawed methodology used to rank institutions. There was agreement that while the methodology is severely flawed, the University would continue to participate in the annual survey while simultaneously controlling its own narrative to inform prospective students and their families of other national rating systems that Morgan participates in.

Enterprise Risk Management (ERM) Framework

Mr. Curbeam provided a high level overview on the ERM framework to include: (i) definition, (ii) elimination of surprises, (iii) process, (iv) risk quadrants, (v) frequency scale, (vi) impact scale, (vii) implementation timeline, (viii) risk management maturity model, and (ix) next steps.

Regent Ellis stated that the Audit and Institutional Assessment Committee has been looking at this over the past 18 months and working through it. It has become a best practice in most of the country. The important piece that came out of the Committee is that this will be a change in culture. The Committee's responsibility was to assist in bringing the Board along for this culture shift while the President's responsibility was to get the institution and others on board. He stated that the key takeaway from this is that you will see a shift in how we manage, which is tied back to the strategic plan. Ultimately, this will help the Board to carry out its fiduciary responsibility.

Regent Pieninck asked what is the vision for engaging the Board in assessing its risk comfort level. Mr. Curbeam responded that he would like to engage the Board using a two-prong approach – (1) an overall perspective of the progress being made with the KPIs, KRIs, and risk mitigation strategies and (2) determining the fine level for Board involvement.

Regent Malcom commented that one of the things that will move the culture of the Board the fastest is the application of the tool. The responsibility of the tool lives with the Audit and Institutional Assessment Committee. However, the tool gets applied in the Academic and Student Affairs Committee as well as the Finance and Facilities Committee. We have to look at different items along with the associated budget to determine what is necessary, what is critical, how much is enough, and where do we stop. Then we make projections that go along with the budget, which are based on recommendations in terms of where the item sits (importance/priority). Thus, it is a clustering of things that has to go along with actually making that work. As we begin to look at it in this way even within our committees, we will have short term things, those in the intermediate space and longer term things. She concluded that the quickest way for us to make the transition is to use the tool.

Mr. Curbeam commented that one of the good things, from an audit perspective, is how we plan. We will likely have to expend resources on some of the mitigation strategies. Therefore, it will be a cultural shift for us to be able to say we need to be well ahead of the budgeting cycle to plan how we will implement these things and what will be our mechanism to prioritize those things that are new to the budget versus those things that will have to come out of the budget based on this process. Regent Malcom responded that part of the discussion needs to be on the importance of action and the impact of inaction.

Regent Gilliam asked for clarity with regard to how risk management fits into the bylaws and policies. Regent Ellis responded that there is an existing ERM policy. There is also an ERM Committee that includes representation from across the entire campus that is tasked with looking at the area of risk and how it is managed.

Dr. Wilson stated that this is a healthy discussion in terms of how we engage the Board in helping us effectively lead a cultural shift at the institution around risk toleration. Regent Turnipseed commented that as we have the discussion with the Board in setting the tone around risk tolerance and risk appetite, he is hopeful that there will be a commitment flowing down to the team to help us move from where we are to where we ultimately want to be.

Chairman Mfume thanked Regent Ellis and members of the Audit Committee for their work in this area. He stated that he would work with the President to identify a place on the August Board meeting agenda to have Mr. Curbeam give another presentation to drill down on this important subject.

Adjournment of Public Session II

The Chairman announced that the Board of Regents would convene in Closed Session to discuss a Personnel Matter, which is specifically exempted from public consideration under General Provisions Article § 3-305(b) (1)(7) of the Open Meetings Act.

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

Public Session II adjourned at 4:19 p.m.

CLOSED SESSION I

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

Date: Saturday, June 22, 2024

Time: 8:30 a.m.

Location: Baltimore Marriott
Waterfront Hotel

Motion to close meeting made by: Regent Stokes

Seconded by: Regent Turnipseed

Members voting in favor: All Regents in attendance

Opposed:

Abstaining:

Absent: Regents Carter and Hollis

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

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

(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;

___ (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.

___ (15) To discuss cybersecurity, if the public body determines that public discussion would constitute a risk to: (i) security assessments or deployments relating to information resources technology; (ii) network security information, including information that is: 1. Related to passwords, personal identification numbers, access codes, encryption, or other components of the security system of a governmental entity; 2. Collected, assembled, or maintained by or for a governmental entity to prevent, detect, or investigate criminal activity; or 3. Related to an assessment, made by or for a governmental entity or maintained by a governmental entity, of the vulnerability of a network to criminal activity; or (iii) deployments or implementation of security personnel, critical infrastructure, or security devices.

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

X (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 consider a Personnel Matter.
2. To receive the Evaluation Committee Report.
3. To discuss Board Affairs.

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):

CLOSED SESSION II

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

Date: Saturday, June 22, 2024

Time: 4:00 p.m.

Location: Baltimore Marriott
Waterfront Hotel

Motion to close meeting made by: Regent Gilliam

Seconded by: Regent Ellis

Members voting in favor: All Regents in attendance

Opposed:

Abstaining:

Absent: Regents Carter, Hollis and Parker-Warren

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

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

(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;

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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):