

### Public Session Minutes

The meeting of the Morgan State University Board of Regents was called to order by Chair Kweisi Mfume at 12:05 p.m.

**Present:** Hon. Kweisi Mfume, Chair, Regent; General (Ret.) Larry Ellis, Vice Chair, Regent; Mr. Carl Turnipseed, Secretary, Regent; Ms. Swati Agrawal, Regent; Rev. Dr. Harold Carter, Regent; Dr. Linda Gilliam, Regent; Ms. Emily Hunter, Regent (2:18p); Dr. Shirley Malcom, Regent; Mr. Jared Patterson, Student Regent; Mr. Brian Pieninck, Regent; Mr. William Sherman, Regent; Ms. Shelonda Stokes, 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:** Hon. Tracey Parker-Warren, Regent

#### Minutes

Chair Mfume opened the floor for a motion to adopt the minutes of February 4, 2025. It was MOVED by Regent Ellis and SECONDED by Regent Wilkinson. The MOTION CARRIED unanimously.

#### Remarks by the Chair

Chair Mfume opened the meeting by welcoming Regents, university administration, students, alumni, members of the public and working press in attendance. He also offered an overview of the agenda and stated that following the Public Session, the Board would convene in Closed Session to address matters identified as such on the agenda.

Chair Mfume thanked Regents for taking part in various events since the last Board meeting to include: (i) national higher education conferences – American Council on Education (Washington, DC) and the Association of Governing Boards (Chicago, IL); (ii) the Inaugural National Conference on Gun Violence on U.S. College and University Campuses; (iii) President's operating budget testimony; (iv) Honors Convocation; and (v) Spring Choir Concert. He highlighted a few upcoming events to include Science Complex Groundbreaking; Graduate Commencement; Alumni Day Class Reunion and Luncheon; Undergraduate Commencement; and the Board Retreat (June 21<sup>st</sup>). Board members were reminded that financial disclosure statements were due on April 30th. He extended congratulations to several Board members and highlighted their recent achievements to include: Regent Malcom (will be the commencement speaker at DePaul University where she will also receive an honorary doctorate); Regent Stokes (penned an outstanding editorial in the Baltimore Sun entitled "The Future of Downtown Baltimore is Bright"); Regent Pieninck (received the Roberta's House Elijah Cummings Leadership Award); and Regent Carter (elected to the office of President of the Hampton University Ministers' Conference).

Chair Mfume recognized Regent Patterson for his admirable service to the Board over the past year and presented him with an award on behalf of the Board of Regents. He then opened the floor to members of the Board for comments and observations.

President Wilson stated that Regent Patterson has been an ideal student here at Morgan. Prior to coming to Morgan, he had so many options. He is from California and one of the options for consideration was Stanford. However, after looking at all the institutions across the country, he chose Morgan, and we are just so delighted that he has raised the standard. We congratulate him on graduating in four years with honors (summa cum laude) and a full-time job in New York, where he will be joining Citibank.

Regent Patterson extended thanks to everyone present. He stated that being a Student Regent has been a transformative experience for him. He has had an opportunity to travel, attend different events, and advocate for fellow students. He never saw himself in a role like this as a freshman. The individual relationships he has made have all been paramount in his matriculation at Morgan. He concluded that he is extremely grateful for this opportunity.

Regent Ellis stated that Regent Patterson has been ideal. Several Board members traveled to Chicago for the AGB Conference. He watched Regent Patterson from afar and appreciated his professionalism (he was learning, and his eyes were sparkling). He thanked him for all he did in support of the Board of Regents.

Regent Gilliam stated that Regent Patterson served on the Academic and Student Affairs Committee. She watched him grow from the very beginning when he was quiet and then progressed towards the end when he was not so quiet. She commended him for all the work he has done and the contributions he made to the University. She wished him well in his future endeavors.

Regent Pieninck stated that one of the qualities in leadership is how you interact with fellow peers, not just how you interact with other leaders. People have consistently commented on how Regent Patterson shows up as a leader; they speak of him with equal pride, reverence and compliment. He was most impressed by the casual conversations they had. It is that level of consistency that we look for in future leaders, and he is thankful to have gotten to know Regent Patterson better.

Regent Agrawal commented that the Board of Regents expects wonderful things from Regent Patterson. His next job is just the tip of the iceberg. She stated that she hopes that he will continue to serve as a role model for young people and give back in any way that he can. She is pleased about all the wonderful experiences he has had during his time at Morgan, including the trip to Morocco with the University. These types of enriching experiences are what Morgan is all about. She extended a big collective hug on behalf of Board members.

Regent Sherman shared that he and Regent Patterson attended the AGB Conference in Chicago. They met a gentleman (CEO of Cambridge Associates) during a morning session. Regent Patterson and the gentleman were having a conversation, and Regent Patterson was going on about how his experience at Morgan State has transformed him and set him on the path to where he is today. The gentleman was impressed and became extremely interested in trying to connect with Morgan and our students to set up an internship program with Cambridge, which resulted from the conversation he had with Regent Patterson.

Regent Stokes commented that part of what is exciting about having a student representative on the Board of Regents is getting that perspective. She added that what Regent Patterson brought to the Board from the lens of the student perspective has been so valuable to shaping around programming and decision-making and making sure that the Board checks itself. She thanked him for his leadership and encouraged him to continue to put his stamp on the world in a meaningful way.

Regent Wilkinson echoed all that was said. He added that Regent Patterson has exhibited a professional demeanor, which will assist him in going forward to be successful at the next level.

#### **Nominating Committee Report and Election of Officers**

Regent Wilkinson began by recognizing Committee members – Regents Carter and Patterson. He reported that the call for Board Officer nominations went out on March 28, 2025. Based on feedback received, it is recommended that the slate of officers remain in place for the upcoming fiscal year. There were no questions, comments, or suggested nominations from the floor.

Regent Gilliam opened the floor for a motion to adopt the recommended slate of officers for the upcoming 2026 fiscal year. Regent Wilkinson MOVED to approve the slate of officers – the Honorable Kweisi Mfume as Chair, General Larry Ellis as Vice Chair, and Mr. Carl Turnipseed as Secretary. It was SECONDED by Regent Stokes. The MOTION CARRIED unanimously.

#### **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 February 2025. Those highlights include: (a) new leadership – VP/CIO for Information Technology, Associate VP for Finance and Administration, and Women’s Basketball Coach; (b) new SGA leadership – Tamani Grace and Shaylen Bougere; (c) congratulations to Provost Yu – AAAS Fellow; (d) retirement of Dr. Banks; (f) enrollment projections; (g) state budget adjustments; (h) budget rightsizing town hall; (i) national landscape; (j) progress to R-1; (k) update on Middle States reaccreditation; (l), and historic spring semester – Southwest Leadership Academy visits Morgan; and (m) upcoming events – screening of America’s Apartheid: Banning Black Books, Silencing Black Voices, New Science Building Groundbreaking, Graduate Commencement, Alumni Day Luncheon, and Undergraduate Commencement.

Chair Mfume mentioned the mandates coming out of the White House, coupled on top of the \$3 billion deficit reality facing the State of Maryland, and the need for every State entity to reduce their budgets. He inquired whether we are in jeopardy of violating existing union agreements, which will require periodic increases that are technically not funded this year or even next year. He commended the University for looking at vacant positions as opposed to trimming the operating budget on the back of employees, students or anything like that (i.e., tuition). Mr. David LaChina, EVP for Finance and Administration, responded that we are not in jeopardy of violating any collective bargaining agreements, adding that we have already taken all those into consideration. The budget cuts were specifically targeted in an effort to eliminate redundancies and to keep us focused on the important things we need to drive the University forward and continue to maintain momentum.

Chair Mfume inquired about the University's reserves – where they currently stand and the impact, if any, on the investment strategy due to the downsizing. Mr. LaChina responded that all our endowments and investments lie with the Foundation. We ended last year with \$150 million in cash. The cash balance at the end of March was \$170 million. So, our cash position is improving, and the general reserves of the institution are well planned. Regent Sherman concurred with those sentiments. He noted that, even with the recent market downturn, the investment strategy by the MSU Foundation Board and Investment Committee has done as well as can be expected and that the institution is in a great position to continue to grow the endowment at a reasonable pace.

Chair Mfume asked about bond ratings, particularly how bond rating agencies are looking at things in this national climate, and whether it may have an impact on our ratings when we go before them again. Mr. LaChina stated that Moody's recently downgraded higher education due to the downsizing of the Department of Education and the impact it may have on financial aid. He noted that we had a preliminary update call with Standard & Poor's (S&P) and will have a final call on the outcome of the ratings for the bonds that the Maryland Economic Development Corporation (MEDCO) will be issuing in connection with the Harper-Tubman project. He emphasized that it is not Morgan's rating, but the University was engaged in the conversation since we are heavily involved in support of the project. Mr. LaChina concluded that the University is scheduled for review by Standard & Poor's this year, which will start this summer. He reminded the Board that Morgan does not have public debt, so these reviews are voluntary and used as a barometer of how well we are managing our finances as well as our stability.

The Chair asked Dr. Wilson to inform the Board of the MEDCO rating and to provide an update at the August meeting regarding any changes to Morgan's S&P rating.

Regent Stokes commended Dr. Wilson and his team on the process to right size the budget. She noted that it was done in a thoughtful and inclusive way while ensuring that it did not come at the expense of our students.

#### **Report of the Executive Committee**

Chair Mfume provided an update from the Executive Committee meeting on May 1, 2025. 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 Committee received updates from (i) Facilities, Design and Construction Management – much of the discussions around facilities related to what we are doing to address the strategic plan for housing; (ii) Research and Economic Development – impact of the federal actions and movements, our ability to move to R-1, the success of faculty in terms grant awards, exceeding the amounts of past research support and expenditures; and the bright future we see with the flow through of doctorates; (iii) Institutional Advancement – successful day of giving; (iv) and Enrollment Management – as highlighted previously in the President's Report; and (v) Finance and Administration – FY 2025 budget update (on target) and a preview of a modest tuition increase (fall 2026) and its impact.

She stated that the Committee has four action items, one will be taken up in Closed Session.

- **Amendment to MEDCO Ground Lease: Harper-Tubman Project** – Regent Malcom stated that the ground lease with MEDCO will be amended to include the renovation and re-development of Harper-Tubman as a separate project. The Finance and Facilities Committee recommends approval.

Chair Mfume opened the floor for a motion to approve the MEDCO Ground Lease Amendment for the Harper-Tubman Project. It was MOVED by Regent Turnipseed and SECONDED by Regent Wilkinson. Regent Stokes ABSTAINED. The MOTION CARRIED.

- **Approval of HBCU Loan** – Regent Malcom stated that the loan, financed by the HBCU Capital Financing Program through the Department of Education, will fund and support the re-development of O'Connell Hall to include a dining facility, pedestrian safety bridge, and multi-level parking garage. She noted that the loan, totaling \$35 million, will take us to the top of our borrowing capacity. There was Committee discussion regarding our comfort level with the debt service (approximately \$9.2 million) and cash flow ability to manage all the different pieces. The Finance and Facilities Committee recommends approval.

Chair Mfume opened the floor for a motion to approve the HBCU Loan. It was MOVED by Regent Turnipseed and SECONDED by Regent Pieninck. Regent Stokes ABSTAINED. The MOTION CARRIED.

- **O'Connell Hall Reimbursement Resolution** – Regent Malcom stated that we will be affording money to move this project along so that we can stay within the time limits that are required to accommodate our growth in enrollment and the demand for housing. She added that we will be reimbursed by way of any bonds issued to support the project. The Finance and Facilities Committee recommends approval.

Chair Mfume opened the floor for a motion to approve the O'Connell Hall Reimbursement Resolution. It was MOVED by Regent Pieninck and SECONDED by Regent Turnipseed. Regent Stokes ABSTAINED. The MOTION CARRIED.

### **Academic and Student Affairs Committee**

Regent Gilliam stated that the Committee has four items for action, two will be taken up in Closed Session.

- **New Program: M.S. in Community Health Nutrition** – Regent Gilliam stated the program will be made available in an online modality and has two options: (1) community health track and (2) dietetic internship track. As of January 2024, the education requirements for entry-level registered dietitians changed to require a graduate-level degree. The dietetic internship track will directly address this requirement. There is no graduate program with a dietetic internship track and community health track offered in Maryland. It was noted that scholarship funding of up to \$15,000 per student is available through the Baltimore Institute for Culinary Arts for the next five years for Morgan graduates.

Chair Mfume opened the floor for a motion to approve the M.S. in Community Health Nutrition. It was MOVED by Regent Gilliam and SECONDED by Regent Stokes. The MOTION CARRIED unanimously.

- **Proposed One-Year Extension of Cultural Diversity Plan** – Regent Gilliam stated that in 2022, the Board approved a three-year Cultural Diversity Plan that ends this year. Until we receive clarity and guidance from the Maryland Higher Education Commission (MHEC) who requires the diversity plan, we proposed a one-year extension of the existing plan.

Chair Mfume asked if MHEC approved the extension without granting it. Dr. Wilson stated that he spoke with MHEC yesterday about this pending action and he was told that we could proceed until further notice. The Chair stated that he would like the Board to have it in writing because it places us in a precarious position without it, if there is any pushback. Dr. Wilson noted that he would request the notice to proceed in writing, adding that the guidance will determine whether the plan violates any executive orders.

Regent Gilliam asked if it is possible to defer approval of the extension until August. Ms. Tara Berrien, AVP for Diversity and EEO, stated that the plan covers a three-year period. The report is due every year on September 1<sup>st</sup>. It would be difficult to approve the extension in August because the plan sets the stage for the report leaving less than a month to get it done.

Chair Mfume stated that further discussion on this matter would be deferred to the Closed Session so that the Board might seek additional advice from the legal team.

Regent Gilliam highlighted the information items to include: (i) Academic Affairs – online degree program enrollment (142 bachelors, 139 master's and 138 doctorate), R-1 progress, and international student enrollment (increased 60% post-pandemic); (ii) Enrollment Management – increase in military population of approximately 100 students and recognized as a veteran-friendly school; (iii) Student Affairs – housing (60% increase in applications, 73% transfers s, 25% returning, and 34% overall as compared to last year), mental health and wellbeing (approximately 400 faculty, staff and students have been certified by the Mental Health First Aid Maryland course; (iv) SGA – last initiative underway (Morgan Memorial – identifying a dedicated space to plant a tree to remember and honor the lives of our lost Morganites) and introduction of newly elected SGA officers for 2024-2025 (President Tamani Grace and Vice President Shaylen Bougere); and (v) Athletics – introduction of women's basketball head coach (Nadine Domond) and the first Student-Athlete LIIDERShip Academy.

She stated that the Committee also discussed the changing landscape of higher education (DEI and research, federal financial aid, and accreditation agencies) and the AGB National Conference on Trusteeship, which several Board members attended. The Committee acknowledged Dr. Banks for his many years of service and Regent Patterson for his last official meeting and his yearlong service to the Board of Regents.

Chair Mfume asked if there was anything to report in terms of Name, Image, and Likeness (NIL) or the House settlement case. Ms. Dena Freeman-Patton, VP and Director of Athletics, stated that the decision was made in February to opt-in as a university. Since then, the MEAC has also decided to opt-in as a conference. There is no additional information to report as the House settlement has not been finalized yet. She shared some positive news, noting that the NCAA garnered more revenue this year than anticipated, and part of that revenue will be used to offset some of what the institutions would have to pay to student-athletes as backpay. As a result, our projected payout of \$200,000 is now a little over \$130,000.

Chair Mfume asked Dr. Wilson to provide an update on the outcome of the settlement as part of his report to the Board at the next meeting in August.

### **Audit and Institutional Assessment Committee**

Regent Ellis stated that the Committee received updates from Internal Audit and Enterprise Risk Management (ERM). The Committee has one action item, and he yielded the floor to Mr. Abraham Mauer, Director of Internal Audit and Management, to provide an overview.

- **FY 2026 Audit Plan** – Mr. Mauer stated that the plan includes six items: IT security, salary increases (documentation), cash handling procedures (ticket sales and gate receipts), student loans, and the integration of the ERM process. He stated that if the plan is finished ahead of schedule, new audit ideas can be tackled in terms of process efficiency and IT implementation automation. These and a few other audit considerations were shared with the Audit Committee.

Chair Mfume inquired about the schedule – are there monthly or quarterly targets/expectations? He noted that it is hard to measure what we get without what we expect. Mr. Mauer stated that related items are grouped together (e.g., overtime, HR, payroll process) with quarterly updates provided to the Audit Committee. Chair Mfume commented that it would be helpful for Board members to know what the timetable expectations are for items outlined in the plan.

Chair Mfume opened the floor for a motion to approve the FY 2026 Audit Plan. It was MOVED by Regent Ellis and SECONDED by Regent Gilliam. The MOTION CARRIED unanimously.

### **New Business**

#### ➤ **MSU Foundation Update**

Regent Sherman, BOR representative on the MSU Foundation Board, commented that it is a pleasure to sit on the Foundation Board, which is made up of high-ranking professionals who take their position on that Board very seriously. He reported on two major developments over the past quarter – (1) the hiring of a new audit firm (SB & Company – best practices suggest that you change firms between three to five years), and (2) the passing of a resolution to form a property acquisition and development fund in connection with the University's strategic plan for the purpose of investing in and acquiring property.

### **Adjournment of the Public Session**

Chair Mfume announced that the Board of Regents would convene in Closed Session to consider items specifically exempted from public consideration under General Provisions Article § 3-305(b)(1)(2)(5)(7) of the Open Meetings Act. In Closed Session, the Board will consider a Personnel Matter; receive an update from the Evaluation Committee; receive a Fundraising Report; receive an update on the Medical School; receive an EEO Report; consider an Extension of the Cultural Diversity Plan; consider the FY 2027 Capital Budget Request; consider an Honorary Degree Candidate Recommendation; and consider the New Student Regent Recommendation. The Board may reconvene in Public Session at the conclusion of the Closed Session, if necessary.

After reading the citation into the record, Chair Mfume 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 Carter to adjourn the Public Session. The MOTION CARRIED unanimously.

The Public Session adjourned at 2:21 p.m.

### **Cultural Diversity Plan Extension (Closed Session)**

Chair Mfume opened the floor for a motion to approve the Cultural Diversity Plan Extension. It was MOVED by Regent Gilliam and SECONDED by Regent Wilkinson. The MOTION CARRIED unanimously.

### **FY 2027 Capital Budget Request (Closed Session)**

Chair Mfume opened the floor for a motion to approve the FY 2027 Capital Budget Request. It was MOVED by Regent Wilkinson and SECONDED by Regent Sherman. The MOTION CARRIED unanimously.

### **Honorary Degree Candidate Recommendation (Closed Session)**

Chair Mfume opened the floor for a motion to approve the Honorary Degree Candidate Recommendation. It was MOVED by Regent Gilliam and SECONDED by Regent Turnipseed. The MOTION CARRIED unanimously.

### **New Student Regent Recommendation (Closed Session)**

Chair Mfume opened the floor for a motion to approve the New Student Regent Recommendation. It was MOVED by Regent Gilliam and SECONDED by Regent Wilkinson. The MOTION CARRIED unanimously.

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

Date: Tuesday, May 6, 2025

Time: 12:00 p.m.

Location: Richardson Library  
Conference Room

Motion to close meeting made by: Regent Turnipseed

Seconded by: Regent Carter

Members voting in favor: All Regents in attendance

Opposed:

Abstaining:

Absent: Regents Malcom 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)(2)(5)(7):**

  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;

  X   (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):**

- \_\_\_\_ (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 an update from the Evaluation Committee.
3. To receive a Fundraising Report.
4. To receive an update on the Medical School.
5. To receive an EEO Report.
6. To consider the Proposed One-Year Extension of Cultural Diversity Plan.
7. To consider the FY 2027 Capital Budget Request.
8. To consider an Honorary Degree Candidate Recommendation.
9. To consider the New Student Regent 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):**