

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; Dr. Harold Carter, Regent; Dr. Linda Gilliam, Regent; Dr. Shirley Malcom, Regent; Mr. Stanley Nwakamma, Student Regent; Ms. Shelonda Stokes, Regent; Dr. Marquis Walker, 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: Mr. Wayne Resnick, Regent

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. Mr. Faulk noted that the reopening plan would be discussed both in public session (as part of the President's Report) and in closed session (specifically reserved for legal questions).

Chairman's Remarks

The Chairman opened the meeting by welcoming the Regents and members of the public in attendance. He stated that the next meeting and, until further notice, all regular and special meetings of the Board will be conducted using the Zoom virtual platform. He noted that the standing committees have been using this platform and he had an opportunity to participate in all three of the meetings that occurred yesterday. The intent is to invite the larger Morgan community of alumni, students, staff, faculty, the general public and others to join those future meetings to get a better sense of their Board of Regents, a better sense of the many university matters that come before the Board, and a better sense of what he believes are some of the best Board members around – adding that each Regent continues to give of their expertise, time and energy in support of the institution. As a matter of housekeeping, he commented that he hoped members of the Board filed the financial disclosure statement with the Maryland State Ethics Commission, due annually on April 30th but extended to early June due to the pandemic.

Approval of Minutes

The Chairman called for a motion to adopt the minutes from the May 5, 2020 Board meeting. It was MOVED by Regent Walker and SECONDED by Regent Stokes. The MOTION CARRIED unanimously.

The Chairman welcomed the new Student Regent for 2020-2021, Stanley Nwakamma. He is an engineering student who has had a great deal of support from the Student Government Association and other organizations on campus. He added that the Board looks forward to getting to know him, pandemic notwithstanding. Dr. Wilson shared that Mr. Nwakamma is a rising senior pursuing a bachelor's degree in electrical and computer engineering with a near 4.0 GPA who has made the Dean's list every semester. He interned at Facebook last year, provided experience to the Google Code You Program, was selected for the highly competitive Innovation Fellows Program, is a current 2020 Apple HBCU Scholar, and placed third in the national Thurgood Marshall College Fund competition entitled 'Moguls in the Making'.

Regent Nwakamma greeted members of the Board and those in attendance. He stated that he has been afforded the opportunity to be an honors scholar, adding that his love for Morgan brought him all the way from Nigeria. He stated that it is a great honor to serve as a member of the Board of Regents, and looks forward to sharing the student perspective, experience and mutually contribute to Board discussions.

Board Appointment for the 2020-2021 Academic Year

Chairman Mfume made the following appointments:

Standing Committees

- **Executive Committee:** Regent Kweisi Mfume, Chairman; Regent Larry Ellis, Vice Chair; Regent Tracey Parker-Warren, Secretary; Regent Linda Gilliam, Chair of Academic and Student Affairs (ASA) Committee; Regent Shirley Malcom, Chair of Finance and Facilities Committee (FFC). This Committee is populated by virtue of the direction given in the bylaws.
- **Academic and Student Affairs (ASA) Committee:** Regent Linda Gilliam, Chair; Regent Marquis Walker, Vice Chair; Regent Larry Ellis; Regent Stanley Nwakamma
- **Audit and Institutional Assessment (AIA) Committee:** Regent Larry Ellis, Chair; Regent Tracey Parker-Warren, Vice Chair; Regent Shirley Malcom; Regent Wayne Resnick
- **Finance and Facilities Committee (FFC):** Regent Shirley Malcom, Chair; Regent Shelonda Stokes, Vice Chair; Regent Harold Carter; Regent Wayne Resnick; Regent Winston Wilkinson

Special Committees

- **Nominating Committee:** Regent Winston Wilkinson, Chair; Regent Harold Carter; Regent Stanley Nwakamma
- **Evaluation Committee:** Regent Marquis Walker, Chair; Regent Harold Carter; Regent Linda Gilliam; Regent Tracey Parker-Warren; Regent Wayne Resnick
- **Innovation and Research Committee (IRC):** Regent Shelonda Stokes, Chair; Regent Larry Ellis; Regent Shirley Malcom; Regent Marquis Walker; Regent Winston Wilkinson

Chairman Mfume thanked members of the Board for their time, energy, willingness to serve and extra work brought forth by each of the standing and special committees.

The Chairman yielded the floor to the President for his report. As a point of order, Regent Ellis asked to be recognized and made a motion to move all points related to the reopening plan into closed session. It was SECONDED by Regent Gilliam.

Mr. Faulk expressed reservation about moving the discussion into closed session, since a category had not been identified under the General Provisions of the Open Meetings Act. He advised that it would be better to hear the presentation in open session since most of the information has already been made public, and reserve all questions for closed. After further deliberation, the motion was withdrawn by Regent Ellis.

Chairman Mfume commented that the intent of the motion is to ensure that very sensitive matters included in the President's reopening plan as it relates to moving forward be reserved, to the extent possible, for closed session. Members of the Board will also reserve their questions until that portion. Mr. Faulk agreed with the way the Board planned to proceed. There was also unanimous agreement that Dr. Wilson should at least present the portions of his report that have already been made public, and be prepared to respond to questions in the closed session which may evolve from the open session.

Report of the President

The President reported some of the major activities that have taken place since the last Board meeting. Among the notable highlights are (1) the recent Standard & Poor's (S&P) credit report that affirmed Morgan's A+ bond rating with a shift in the outlook from stable to negative, an outlook that has been given to all higher education institutions in America; (2) the new food service provider, SodexoMagic; (3) the partnership between MSU and Tertiary Education Trust Fund (TETFUND) in Nigeria to bring up to 50 doctoral students to campus annually to work on their PhDs – we currently have 32 accepted students who will start either online or remotely in the fall which equates to more than \$1.4M in tuition and fees which the TETFUND will be providing to Morgan to cover the first year experience; (4) plans are underway for new student housing (no new housing has been constructed in 16 years); (5) the Northwood

Development site is being prepared for construction and all of the old dilapidated facilities have been razed as well as Turner's Armory with the ROTC Program temporarily housed in McMechen. The New Health and Human Services Building will be constructed on the former Turner's Armory site and is anticipated to be completed in 2024.

Dr. Wilson provided a high level overview of the reopening plan as of today, August 3rd. He briefly recapped (1) how the University got to this point based on the Governor's Executive Order to close all state buildings; Morgan's early decision to close the campus (first public university in the state to act); asking students not to return after spring break and faculty to move all instruction to online or remote; and permitting non-mission critical staff to telework; (2) the financial impact of COVID-19 on the University – a \$25M deficit for FY 2020 which was covered by funding from the CARES Act; (3) preparing the campus for reopening; and (4) conditions for not reopening – involuntary (Governor's Executive Order) or voluntary (advice from the State Health Department if there is an outbreak).

Chairman Mfume thanked Dr. Wilson for his report and asked him to briefly mention what transpired in Athletics as a follow-up to the in-depth report provided to the Committee by Dr. Scott. President Wilson stated that Dr. Scott developed a plan (how to think about returning/re-socializing student-athletes) that was highly regarded and presented to other institutions at the request of Dr. Fielder, Secretary of the Maryland Higher Education Commission. The well-conceived plan included social distancing and testing protocols, among other things.

The Chairman called for a motion to approve the President's Report. It was **MOVED** by Regent Gilliam and **SECONDED** by Regent Ellis. The President's Report was **APPROVED** unanimously.

Chairman Mfume expressed appreciation to two former members of the Morgan State University Board of Regents – Penelope Taylor and Toni Draper. Regent Taylor decided to resign in late May to pursue other things. The Board will miss her insightful mind on an array of issues and quick wit on a number of occasions that added value to deliberations. Regent Draper served as Secretary and Vice Chair of the Board, and performed admirably on several other committees for a total of 24 years. Even though her term expired, she remained on the Board long after. The Chairman added that a formal resolution will be brought before the Board at the next meeting for adoption, which pays particular note to their service with a copy retained as part of the archives.

Report of the Standing Committees

Academic and Student Affairs Committee

Regent Gilliam stated that there are two items for action. The Morgan/Purdue University Dual Degree Program has been tabled until further information is received.

- **Proposed PhD in Secure Embedded Systems** – Dr. Young and Dr. Barton, the new Dean of the School of Engineering, provided a brief overview and highlights of the innovative and one-of-a-kind nationwide program. Morgan State University proposes a new academic graduate degree program, Doctor of Philosophy in Secure Embedded Systems. The Department of Electrical and Computer Engineering proposes the Program that includes faculty affiliates from the School of Business and Management (Information Sciences & Systems) and the School of Computer, Mathematical, and Natural Sciences (Computer Science). The proposed Program targets highly motivated students who have already obtained a bachelor's or master's degree and desire to pursue career opportunities in academia, commercial industry, defense, government laboratories, federal agencies, consulting, military, or research. The Academic and Student Affairs Committee recommends approval. It was **MOVED** by Regent Gilliam and **SECONDED** by Regent Walker. The **MOTION CARRIED** unanimously.
- **Performance Accountability Report (PAR)** – Dr. Alao provided a brief overview. The Maryland Higher Education Commission (MHEC) requires that the Board officially approve the PAR. In accordance with MHEC requirements, the PAR for 2020 consists of the following: (1) the narrative aligned with our Strategic Plan and goals, and (2) actual and estimated data for the objectives. It was **MOVED** by Regent Gilliam and **SECONDED** by Regent Stokes. The **MOTION CARRIED** unanimously.

Regent Gilliam stated that the Committee received informational updates on the fall mode of instruction, enrollment management, athletics, and student affairs. Dr. Young reiterated that the Remote Instruction Committee has prioritized the health and safety of faculty, staff and students in order to plan for the instructional approach for the fall, which will be a hybrid approach to allow for some face-to-face instruction, and is designed to enable the University to quickly change course as a result of the pandemic.

Dr. Turner stated that Enrollment Management is projecting an enrollment decline of approximately 5% while the national estimate is around 15%. She noted that in the midst of all the challenges, Morgan did celebrate its highest graduation rate on record at 46.3% this past spring.

Dr. Scott noted that Athletics had a great year academically and set records in almost every category. He added that the decision to suspend fall sports also played into the decision to end workouts at that time.

Dr. Banks commented that we are beginning to see declines in the number of students wishing to remain in on campus housing.

Regent Gilliam extended greetings and welcomed the new Student Government Association leaders for the upcoming academic year – Alex Freeman (President) and Simone Lonas (Vice President).

Report of the Executive Committee

The Chairman provided an update from the July 13, 2020 Executive Committee meeting. He stated that the meeting was informational in nature with no action items.

Finance and Facilities Committee

Regent Malcom stated that there are two items for action.

- **Amended Maryland Clean Energy Center (MCEC) MOU** – Regent Malcom indicated that the MOU was passed during the last meeting, and there were changes made with input from legal to basically satisfy the needs of both entities. The Finance and Facilities Committee recommends approval. It was MOVED by Regent Carter and SECONDED by Regent Stokes. The MOTION CARRIED unanimously.
- **Northwood Development Agreement** – Mr. Evans stated that the Development Agreement is related to the Northwood Shopping Center project, which we have been working on for the past four years. The purpose of the agreement is to establish the terms related to project oversight. It was previously agreed that the developer would construct the Public Safety Building (PSB) for Morgan and this agreement outlines the terms and conditions for the construction of the PSB. He added that there will be a monthly review of all construction activities.

Before the motion was called, Chairman Mfume asked Mr. Evans to provide a quarterly report to the Finance and Facilities Committee so that members of the Committee and the Board feel that their fiduciary duties are actualized. He also expressed concern that the Developer does not meet existing MBE requirements and reiterated that it is up to the University oversight to act on behalf of the Board in making sure, to the extent possible, that the developer is working toward meeting those goals in some way.

The Finance and Facilities Committee recommends approval of the development agreement. It was MOVED by Regent Malcom and SECONDED by Regent Wilkinson. The MOTION CARRIED unanimously.

Regent Malcom stated that the Committee received informational updates, a few of which have already been shared, to include enrollment management and the S&P credit review. The only other major issue was the FY 2020 Operating Closing Summary and Financial Statements. She noted that, given the situation that we find ourselves in with regard to COVID-19 and the need for reimbursements, we were actually able to come out at about even because of the funding we received from the CARES Act. Regent Malcom noted that the student housing project was addressed at the Committee level, but it needs to be discussed during closed session.

Mr. Evans stated that S&P conducted its annual credit review and they were very impressed by the accomplishments the University made over the last year. They gave us high marks for the management and governance; talked about our success around graduation rates and student quality; and mentioned our strong financial position and low debt levels, which are appropriate for our rating category. The new student housing project was discussed with S&P and we made it known that: (1) Morgan has not built new housing in nearly two decades, (2) we are in a very competitive higher education environment and need to provide state-of-the-art housing to our students, and (3) the housing forecast is not based on new beds, but represents all replacement beds. The University's A+ rating was reaffirmed, but the outlook changed from stable to negative, which is typical of the higher education industry during this difficult time.

Mr. Evans provided an overview of the new student housing project and stated that there is a pathway forward with regard to the financing strategy. The strategy is a combination of a partnership with Maryland Economic Development Corporation (MEDCO), which will take on the majority of the debt. The total cost of the project is estimated to be \$115M for 660 beds and a brand new dining facility to replace the outdated facility in Rawlings.

Audit and Institutional Assessment Committee

Regent Ellis stated that the Committee met yesterday via teleconference and had one item for action – the FY 2021 Audit Plan, which was modified in light of COVID-19. The plan was reviewed in detail and the Audit Committee recommends approval of the amended FY 2021 audit Plan.

Regent Gilliam asked about the plan modifications. Regent Ellis indicated that the plan consists of the following areas: the CARES Act and Title III compliance review; COVID-19 refund testing; business continuity planning (COOP); audit of construction projects; residency status monitoring procedures, graduation school applications and admission process review; disaster recovery plan testing and Banner access reviews; OLA coordination and follow-up activities; and fraud investigations.

It was MOVED by Regent Ellis and SECONDED by Regent Stokes to approve the amended plan. The MOTION CARRIED unanimously.

New Business

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

President Wilson thanked the Board of Regents for meeting with a level of regularity in special session with the Executive Committee to make rapid decisions during this pandemic period. He is appreciative to the Board for being malleable and for working with the administration to keep Morgan at the level of excellence that we have all come to expect.

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)(5)(6)(7)(8) of the Open Meetings Act. In Closed Session, the Board of Regents will receive a Litigation Update/EEO Report, and discuss the reopening plan and the new student housing capital structure. The Board may reconvene in Public Session at the conclusion of the Closed Session, if necessary.

After reading the citation into the record, the Chairman called for a motion to adjourn the PUBLIC SESSION to move into CLOSED SESSION. It was MOVED by Regent Carter and SECONDED by Regent Parker-Warren to adjourn the PUBLIC SESSION. The MOTION CARRIED unanimously.

The PUBLIC SESSION adjourned at 1:57 p.m.

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

Date: Tuesday, August 4, 2020

Time: 12:00 p.m.

Location: Teleconference

Motion to close meeting made by: Regent Carter

Seconded by: Regent Parker-Warren

Members voting in favor: All Regents in attendance

Opposed:

Abstaining:

Absent: Regent Resnick

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

General Provisions Article, § 3-305 (b)(5)(6)(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;

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

- (6) To consider the marketing of public securities;
- (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.

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.

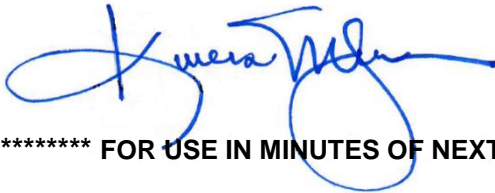
FOR EACH CITATION CHECKED ABOVE, THE REASONS FOR CLOSING AND TOPICS TO BE DISCUSSED:

1. To receive a litigation update and EEO report.
2. To discuss the reopening plans, assess potential legal claims, and receive legal advice regarding various matters associated with returning students, faculty and staff to campus including legal considerations, compliance with State health directives and Orders from the Maryland Department of Health, Governor Larry Hogan and other governmental requirements.
3. To discuss the new student housing capital structure.

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):