

Public Session Minutes

The meeting of the Morgan State University Board of Regents was called to order by Chairman Kweisi Mfume at 12:44 p.m.

Present: Hon. Kweisi Mfume, Chairman, Regent; Rev. Dr. Frances Draper, Vice Chair, Regent; Hon. Tracey Parker-Warren, Secretary, Regent; Rev. Dr. Harold Carter Jr., Regent; Hon. Elijah Cummings, Regent; General (Ret.) Larry Ellis, Regent; Dr. Linda Gilliam, Regent; Dr. Shirley Malcom, Regent; Ms. Nirajé Medley-Bacon, Student Regent; Mr. Wayne Resnick, Regent; Ms. Shelonda Stokes, Regent; Mr. Tyrone Taborn, Regent; Mrs. Penelope Taylor, 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

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.

Chairman's Remarks

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

Chairman Mfume officially introduced to some and presented to others Mrs. Kassandra Grogan, who has stepped in, in an interim capacity, after the departure of Ms. Hart in November of 2018. He stated that Mrs. Grogan has her undergraduate degree from Morgan State University and a graduate degree from Towson University, and has been a member of the University staff working specifically as the Special Assistant in the Office of the Vice President for Finance and Management.

The Chairman announced that Regent Taborn will be celebrating a birthday on February 8th and, on behalf of the Board, wished him a happy early birthday. He noted that Regent Taborn's birthday falls right in the middle of the annual BEYA Conference (Black Engineer of the Year Awards) and deferred to him for details.

Regent Taborn stated that the 33rd BEYA Conference is scheduled for February 7-9, 2019. There will be two special events on Friday and Saturday. He stated that there will be a Stars and Stripes Awards Dinner on Friday, which Gen. Ellis is part of, where they recognize all of the active duty Admirals, Generals, Sergeants, members of the SES (Senior Executive Service) and the intelligence community in the military. Then the Black Engineer of the Year Award will be held on Saturday. Regent Taborn indicated that over 10,000 people will be attending throughout the weekend, and thanked Morgan State University where the conference began.

Chairman Mfume announced that Regent Stokes was selected as a woman who leads by example through her business and congratulated her on being recognized by the *Daily Record* newspaper.

Chairman Mfume shared a portion of Dr. Turner's report in which she announced that the University has been deemed by the Armed Forces as a military friendly university, and that our previous standard has risen to a gold standard. He thanked Gen. Ellis for bringing this to the University's attention many years ago, as well as Dr. Turner and others for not only keeping this designation but elevating it.

Chairman Mfume reminded the Board that Maryland State Ethics financial disclosure reports are due April 30, 2019.

The Chairman also reminded the Board of the University's upcoming operating and capital budget hearings. He stated that it is customary for the President and a contingent from the Board to be present in the House and Senate hearings in order to address the needs of the University, to underscore the President's position, and to remind people that the University needs the full support of members of the House and Senate. He also acknowledged the presence of former State Senator Joan Carter Conway who for years, sometimes alone, has carried the banner for the University in Annapolis fighting for construction dollars and additional appropriations for other critical needs. He thanked her for all she has done, over the years, in support of the University in the Maryland State Senate.

Chairman Mfume reminded those in attendance of the importance of giving and urged everyone to consider making a contribution to the Morgan State University Foundation, which helps to assist many students matriculate through college. He indicated that he hoped to see 100% giving among members of the Board again this year. The Chairman briefly mentioned the partnership entered into last year between the University and *The Afro-American* newspaper as it relates to polling, and also urged everyone to consider an annual subscription to *The Afro* for members of their family and others. He noted, since the 1890s, that *The Afro* has served as a great beckon to many of the communities that we represent and to this institution.

The Chairman announced appointments to both the Evaluation and Nominating Committees, stating that both Committees will be required to report back at the May meeting. The Nominating Committee will be chaired by Regent Ellis with Regents Wilkinson, Taylor, Taborn and Medley-Bacon serving as members. The Evaluation Committee will be chaired by Regent Stokes with Regents Taylor, Walker, Carter and Resnick serving as members.

Approval of Minutes

The Chairman called for a motion to approve the minutes from the November 5, 2018 Board meeting. It was MOVED by Regent Cummings and SECONDED by Regents Malcom and Ellis to approve the minutes of November 5, 2018. The MOTION CARRIED unanimously.

Report of the President

The President began his report by officially welcoming former Senator Joan Carter Conway who joined the University team in January 2019, serving as Deputy Special Assistant to the President, working along with Claude Hitchcock in Annapolis.

The President stated that the legislative session officially opened on Wednesday, January 9, 2019. He added that our representatives are in Annapolis keeping an eye on bills that would have an impact on Morgan and will bring those to our attention. The University will respond with either oral or written testimony stating our positions as those bills make their way through

various readings and are scheduled for hearings. He indicated that he would report back at the May meeting regarding the status of any bills potentially impacting the University, to include the University's position and the bill's disposition.

The President stated that Governor Hogan released his FY20 State budget to the public this past Friday. After presenting a rather convincing case to his administration for investment in deferred maintenance at Morgan, the Governor has proposed an allocation of \$39 million (\$10 million each in FY20, FY21, and FY22; \$5 million in FY23 and \$4 million in FY24). This is the largest commitment we have ever received from the State for deferred maintenance and it will enable us to address some challenging problems with many of our older campus facilities. Dr. Wilson stated that he wanted to express his appreciation to Sidney Evans, Kim McCalla, Cynthia Wilder and the rest of the team for helping us to be able to marshal an effective case to the State to invest in those facilities that are historic and have been long-neglected. He especially thanked Mrs. Wilder who works behind the scenes to develop the program for each proposed new facility. Dr. Wilson indicated that the State was so impressed with the way Morgan presented its case for deferred maintenance investment that our model will be recommended to other State agencies going forward.

Dr. Wilson stated that the University was able to secure all of the funds needed to construct a new Health and Human Services facility, which is projected to cost a total of \$149 million. We were also successful in making the case to move up our new Science Complex from FY23 to FY22 because of the woefully inadequate condition of our current facilities. The total projected cost of the new Science Complex is \$250 million. He added that the University also requested the next appropriation to continue Tyler Hall, a \$90-million facility.

The President stated that, at the last Board meeting, the Board authorized him to move forward and conduct all due diligence regarding a proposed College of Osteopathic Medicine at Morgan. At this point, the due diligence process is well underway and is nearly 90% complete. He expressed his appreciation to the Office of the General Counsel which has done a lot of work in researching the model at New Mexico State University, and has produced a draft of a proposed agreement between the private entity and Morgan State University that mirrors the one entered into by the private entity and New Mexico State University. Dr. Wilson stated that he has consulted with numerous elected officials and MHEC on the program approval process. He indicated that he will be taking a team of colleagues, to include: Interim Provost McPhatter, Vice President Evans and General Counsel Julie Goodwin, to New Mexico State in the next two weeks to examine the model upfront and to seek additional intelligence around its operating program. It is his expectation to have a report to the Board within the next four to five weeks with a recommendation on how to proceed.

President Wilson stated that Donna Howard, Interim Vice President for Institutional Advancement, provided an update on fundraising progress which is included on page 86 of the Board booklet. He acknowledged that during this period, the largest gift received was \$2.1 million from Ripple to enable Morgan to support a program in Blockchain, Cryptocurrency and Cybersecurity. He noted that Ripple has selected Morgan to take the lead in this effort among a select group of HBCUs in the area. Next, the largest fundraising gift was \$1.6 million from Base 11 to support an Aerospace Rocketry Lab Program at the University. It was a highly competitive national competition among HBCUs. The goal is to enable Morgan students and faculty to develop a fuel injected rocket that will be launched to travel a minimum of 150 thousand feet into space. This is to be done by the year 2021. He expressed his appreciation to Dr. Willie May, our team of amazing researchers and faculty members, as well as Barbara Blount-Armstrong for putting together an award winning proposal. The official kick-off ceremony for publicly announcing the Base 11 partnership will be at 10 a.m. on February 11th in the lobby of the CBEIS

building. All are invited to attend. In addition, Dr. Wilson reported that, in terms of donors, the largest individual gift was \$200,000 from Calvin and Tina Tyler to support the Tyler Scholars Program. In total, we received pledges, deferred gifts and income totaling \$7.6 million since we last met in November. The President thanked members of the Institutional Advancement team for their great work, and all of our donors who continue to invest in the noble mission of Morgan State University.

The President informed the Board that the University is in the last year of the current food services contract with Thompson Hospitality. With that in mind, we are working to prepare the RFP for a new vendor. We have employed a consultant to assist us in capturing feedback from our students who are the primary users of food services, as well as from other constituents throughout the campus. The President reported that our goal is to have the RFP ready for bid within the next 60 days.

Dr. Wilson reported that he, Sidney Evans, and Kim McCalla had a very productive meeting with Mayor Pugh and her staff yesterday to inform her of Morgan's official interest in acquiring the Lake Clifton property, as part of our expansion plan. The property consists of 45 acres and is located two miles from the campus off of Harford Road. Included in the President's Report is a copy of the presentation that was given to the Mayor. Dr. Wilson directed the Board's attention to page 9 of the presentation, which outlined Morgan's emerging vision for the property. He stated that we are looking at the site as a Convocation/Multi-Purpose/Academic Center. In consultation with Deputy Special Assistant Conway, Morgan is proposing a 15,000-seat Convocation Center that would house some educational programs (health and sports administration), provide space for an Innovation/Technology Center as well as graduate and potential alumni housing. He noted that the location could also serve as the future site of the College of Osteopathic Medicine, should the University propose to the Board to move forward with the private entity.

The President informed the Board that he has been appointed to serve on the NCAA's Board of Directors, where he will be representing the Football Championship Schools (FCS) beginning in August 2019. Likewise, during last week's NCAA Conference in Orlando, Mr. Ed Scott, Director of Athletics, was elected as the incoming Vice President of the Minority Opportunities Athletics Association (MOAA).

Dr. Wilson reported that he was invited by the Office of the Chancellor at California State University (Riverside) to be the keynote speaker at the launch of its graduation initiative last Friday, which is aimed at all 21 campuses, impacting its 450,000 students, to close the equity gap, increase graduation rates and increase persistence rates. The initiative is similar to Morgan's 50 by 25 Campaign. He thanked Dr. Kara Turner, Dr. Cheryl Rollins and Ms. April Lopez for their work in enabling him to put together a convincing presentation.

Last, the President reminded the Board of the upcoming legislative hearings for both the operating and capital budgets.

The hearings in the Senate are:

- Operating Budget (Friday, February 15th at 11:30 a.m.)
- Capital Budget (Monday, March 11th at 4 p.m.)

The hearings in the House are:

- Operating Budget (Wednesday, February 20th at 1 p.m.)
- Capital Budget (Tuesday, March 12th at 1 p.m.)

Dr. Wilson echoed the Chairman's earlier comments and welcomed any member of the Board who would be interested in accompanying him and the Morgan team down in Annapolis. He indicated that he will have Mrs. Grogan follow up with the Board to provide building locations for the House and Senate hearings.

The Chairman made a unanimous consent request to make a modification to the President's Report and Dr. Wilson agreed. It was a technical and conforming modification and did not deal with the substance at all. There were no objections. The Chairman then called for a motion to approve the President's Report. It was MOVED by Regents Gilliam and Taylor and SECONDED by Regents Stokes and Medley-Bacon. The President's Report was APPROVED unanimously.

Before moving to the reports of the Standing Committees, the Chairman thanked Thomas Faulk, Principal Counsel for Morgan State University, Office of the Attorney General, and Julie Goodwin, the University's General Counsel (participating via teleconference), for all of their hard work and assistance on a number of issues. He also recognized Associate General Counsel, Sherita Harrison.

Report of the Standing Committees

Academic and Student Affairs Committee

Regent Gilliam stated that there was only one item for action on the Student Code of Conduct Policy. She asked Dr. Banks to provide a brief summary of the proposed revisions. Dr. Banks noted that there were several revisions made to the policy as outlined on page 17 of the Board booklet. He also stated that there was a request made to add another term to the definition section for trier of fact.

Regent Gilliam stated that the Academic and Student Affairs Committee recommends approval of the Student Code of Conduct Policy with the addition of the definition of trier of fact. She stated that a trier of fact can be (1) the Vice President for Student Affairs or his/her designee; (2) Conduct Board; or (3) Ad Hoc Boards. It was MOVED by Regent Cummings and SECONDED by Regent Parker-Warren that the Student Code of Conduct Policy be approved. The MOTION CARRIED unanimously.

Regent Gilliam asked Mr. Scott to provide the Board with a summary report on athletics. Mr. Scott directed the Board's attention to the academic scorecard on page 43 of the Board booklet. He reported that 50% of our teams (seven out of the 14) have GPAs of 3.0 or higher for the fall 2018 semester. There were 24 student-athletes who earned a 4.0 GPA last semester. A total of 136 or 49% of our current student-athletes are on the honor roll. The department's GPA for fall 2018 was 2.85. Finally, the teams with the highest GPAs were Men's Tennis with a 3.97 and Women's Softball with a 3.26. He added that for the first time in Dr. Wilson's tenure, there are no teams facing academic progress rate (APR) penalties. As such, there will be no NCAA violations or APR penalties as the department moves toward the fall semester with a fresh start.

Regent Cummings asked if we provide a Scholar of the Year Award to distinguished student-athletes as an incentive for students to strive for academic success. Mr. Scott indicated that teams with the highest GPAs are provided an incentive to their equipment budget. The department also recognizes the Athlete of the Year. Last year, softball player Damali Young was honored. She is also this year's pre-season softball player of the year. Last, we honor the highest male and female GPAs of the year. These awards are given out during the end of the year banquet.

Regent Gilliam stated that this concluded her report.

Finance and Facilities Committee

The Chairman called for the report from the Finance and Facilities Committee. Regent Malcom stated that the Committee had one item for action on the Policy for Student Residency Classification. She called on Dr. Turner to provide a brief summary. Dr. Turner stated that the VA made changes to its policies which, in turn, require us to make changes to our residency policy that basically allows another group of veterans and their dependents to receive in-state tuition. There are five (5) students who would be impacted by this policy, changing their residency from out-of-state to in-state at a cost of approximately \$50,000. Dr. Turner added that if we do not revise our policy, the University would be out of compliance and unable to receive VA benefits estimated at \$2 million.

Regent Malcom stated that the Finance and Facilities Committee recommends approval of the Policy on Student Residency Classification. It was **MOVED** by Regent Cummings and **SECONDED** by Regent Ellis to approve the Policy on Student Residency Classification. The **MOTION CARRIED** unanimously.

Regent Malcom stated that the Committee received several updates and had a wholesome report on research. There was also a discussion on the impact of the Federal Government shutdown. She stated that the good news is that it was not as bad as it could have been. The bad news is that it does, in fact, affect parents who are government employees in terms of meeting payment deadlines. However, this has been dealt with and we are all in very good standing. Regent Malcom stated that the President talked about deferred maintenance and the University is in a position to begin to deal with these issues. She also noted that the Committee received a rating agencies update and stated that because the University incurred additional debt from a loan through the HBCU Capital Financing Program, there was some concern about the response of the rating agencies. However, President Wilson and Mr. Evans made presentations to both agencies providing the reason for the additional debt, which resulted in both agencies affirming Morgan's current ratings of A1 (Moody's) and A+ (S&P) with a stable outlook.

Regent Malcom stated that the Committee was also provided with a preview of the proposed FY '20 increase recommendations for tuition, fees, room and board. However, no action was taken at this time. The recommendation proposes a 2% increase for tuition, but no increases to mandatory fees. She added that as is customary, the proposed increases are accompanied by rationale as to why the increases are needed.

The Chairman commented that it was refreshing for the Board to hear that the University's credit ratings were not negatively impacted by the additional debt incurred through the HBCU Capital Financing Program, and that President Wilson and Vice President Evans made the personal trip to New York to meet with the agencies to provide detailed information on what the funds would be used for. The fact that our ratings were affirmed speaks to the stability of the University and good management of resources, which is significant in light of the hardships faced by many HBCUs across the country.

Audit and Institutional Assessment Committee

The Chairman called for the report from the Audit and Institutional Assessment Committee. On behalf of Committee Chair Cummings, Vice Chair Ellis stated that the Committee had no action items. He stated that for information, the Committee received an overview of the audit conducted by the Office of Legislative Audits (OLA). As many may recall, the Office of Legislative Audits spent over a year on campus which was unprecedented. The Committee then moved into closed session and continued to review the OLA audit in terms of the University's response to those issues identified. The Committee also reviewed the follow-up audit matrix,

where items continue to be tracked. Regent Ellis stated that we are making progress, but still have more work to do.

Special Committee on Innovation and Research

The Chairman turned attention to the Special Committee on Innovation and Research co-chaired by Regent Stokes and Regent Taborn. Regent Stokes stated that on behalf of the Committee, which consists of Regents Ellis, Malcom, Walker and Wilkinson, the Committee wanted to focus on some common themes. After having preliminary meetings with Dr. Wilson and Dr. May, these areas include: creating a culture of innovation, innovation across the entire system, appropriate resources, encouraging failure (research is risky) and structure for growth. The goals of the Committee are focused on (1) staff innovation, disclosures and commercialization of research (i.e., cybersecurity assurance, liquid fuel rocketry program, industrial hemp, etc.); (2) benchmarking peer and aspirational research institutions; (3) creating an Ad Hoc Committee on research and tech transfer; and (4) professional development and training. She stated that the Special Committee is also looking at the impediments to furthering Morgan's position as a research university, and the need for Morgan to grow its annual grants and contracts from the low 30s to above \$50M per year.

New Business

President Wilson stated that he would like the minutes to reflect the University's Carnegie elevation last December from R3 to R2, which is a huge movement for Morgan within the State. It was noted that College Park's classification is R1. Although Morgan has a long way to go to reach that level, Dr. Wilson stated that the University should certainly be positioning itself within the next decade to become a R1 institution.

The Chairman announced that the Board of Regents would now prepare to reconvene in Closed Session to consider items specifically exempted from public consideration under § 3-305(b)(1)(2)(7)(8) of the Open Meetings Act. In Closed Session, the Board of Regents will consult with counsel to receive a Litigation Update and EEO Report, to receive an Audit Update, to receive an update on the HBCU Coalition Case, to review the Process for Outsourcing Online Programs, and to receive an update on Potential Honorary Degree Candidates for May 2019. The Board may reconvene in Public Session at the conclusion of the Closed Session, if necessary.

The Chairman stated, for the record, that the statutory authority to close a meeting can again be found under the General Provisions Article § 3-305(b)(1)(2)(7)(8) of the Open Meetings Act. They read as follows:

- (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;
- (7) To consult with counsel to obtain legal advice on a legal matter; and
- (8) To consult with staff, consultants, or other individuals about pending or potential litigation.

The Chairman called for a motion to adjourn the PUBLIC SESSION to move into CLOSED SESSION. It was MOVED by Regent Cummings and SECONDED by Regent Parker-Warren to adjourn the PUBLIC SESSION. The MOTION CARRIED UNANIMOUSLY.

The PUBLIC SESSION adjourned at 2:02 p.m.

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

Date: Tuesday, February 5, 2019

Time: 12:00 p.m.

Location: Boardroom 400
Earl S. Richardson Library
Morgan State University
1700 E. Cold Spring Lane
Baltimore, MD 21251

Motion to close meeting made by: Regent Cummings

Seconded by: Regent Parker-Warren

Members voting in favor: All Regents in attendance

Opposed:

Abstaining:

Absent:

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

General Provisions Article, § 3-305 (b)(1)(2)(7)(8):

 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 remaining the State;

____ (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.

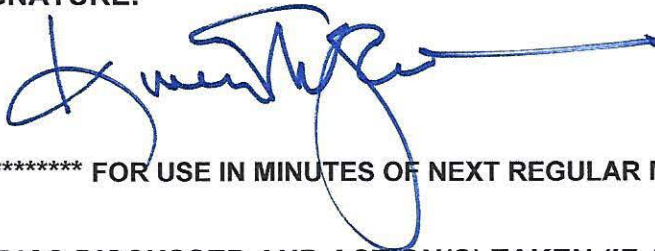
FOR EACH CITATION CHECKED ABOVE, THE REASONS FOR CLOSING AND TOPICS TO BE DISCUSSED:

1. To receive a Litigation Update and EEO Report.
2. To receive an Audit Update.
3. To receive an update on the HBCU Coalition Case.
4. To review the Process for Outsourcing Online Programs.
5. To receive an update on Potential Honorary Degree Candidates (May 2019).

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

SIGNATURE:



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

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